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(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. CLINE

MAY 20 2008

EXAMINER

CARLA DELOACH BRYANT

ATTORNEYS & COUNSELORS AT LAW, P.A.

May 13, 2008

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: RHC Development, LLC

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Limited Company" in accordance with Florida Statutes section 608.439. The "Other Business Entity" is RHC Development, LLC, a New York limited liability company. This business is registered as a foreign limited liability company in Florida, with Document Number M04000001322, and an initial filing date of April 6, 2004. This Conversion is intended to convert RHC Development, LLC from a foreign limited liability company to a domestic limited liability company. It is not intended to create a second RHC Development, LLC.

Enclosed is a firm check for the amount of one hundred fifty-five dollars (\$155.00) for the following filing fees:

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred dollars (\$100.00) for the Articles of Organization;
- (3). Twenty-five dollars (\$25.00) for the Designation of Registered Agent; and
- (4). Five dollars (\$5.00) for a Certificate of Status.

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Please return all correspondence concerning this matter to Jeff DeRosier, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. For further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,



Jeff DeRosier
For the Firm

CDB/jd
enclosure

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION FOR
"OTHER BUSINESS ORGANIZATION" INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is RHC Development, LLC.
- (2). The "Other Business Entity" is a New York limited liability company, first organized, formed, and incorporated under the laws of New York on January 1, 1980. The "Other Business Entity" is registered as a Foreign Limited Liability Company in Florida, with document number M040000001322.
- (3). The name of the new Florida limited liability company as set forth in the attached Articles of Organization is RHC Development, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 620, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

The execution of this Certificate of Conversion by the undersigned Manager constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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RHC DEVELOPMENT, LLC

CERTIFICATE OF CONVERSION

On this 17th day of April, 2008, this Certificate of Conversion was executed by the Manager of RHC Development, LLC.



Karam Duggal, Manager on behalf of RHC Development, LLC

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TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION
FOR RHC DEVELOPMENT, LLC**

The following Plan of Conversion is submitted in compliance with Florida Statutes section 608.439:

**ARTICLE I.
CONVERTING ENTITY**

The name of the Converting Entity is RHC Development, LLC. It was first organized on January 1, 1980, as an Entity under the laws of the State of New York. RHC Development, LLC is registered in the State of Florida as a foreign limited liability company, with a filing date of April 6, 2004, and Document Number M04000001322.

**ARTICLE II.
CONVERTED ORGANIZATION**

The name of the Converted Organization is RHC Development, LLC. It is organized as a limited liability company under the laws of the State of Florida.

**ARTICLE III.
TERMS AND CONDITIONS OF THE CONVERSION**

The terms and conditions of the conversion are as follows:

- (A). Each Membership Unit in the Converting Entity shall be converted into one (1) limited liability company unit in the Converted Organization. Collectively, all of the limited liability company units in the Converted Organization shall represent one hundred percent (100%) of all authorized Membership Units.
- (B). The Certificate of Conversion for "Other Business Organization" into a Florida limited liability company has been signed by all Managers of RHC Development, LLC and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.
- (C). The Managers hereby recommend that this Plan of Conversion be authorized by the Members.

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY RHC DEVELOPMENT, LLC**

**ARTICLE I.
NAME**

The name of the limited liability company is RHC Development, LLC (referred to as the "Company").

**ARTICLE II.
ADDRESS**

The principal office of the Company is 8525 Red Leaf Lane, Orlando, Florida, 32819. The mailing address of the Company is 8525 Red Leaf Lane, Orlando, Florida 32819.

**ARTICLE III.
REGISTERED AGENT AND REGISTERED OFFICE**

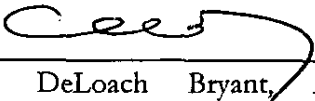
The name of the Registered Agent is Carla DeLoach Bryant. The Registered Office is located at 1206 East Ridgewood Street, Orlando, Florida 32803.

**ARTICLE IV.
MANAGEMENT**

RHC Development, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

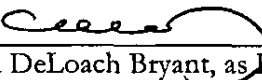
Until his successor is duly elected and installed, Karam Duggal shall be the Manager.

On this 13th day of May, 2008, Carla DeLoach Bryant, as the authorized representative of RHC Development, LLC, has executed these Articles of Organization on its behalf at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.


Carla DeLoach Bryant, Authorized
Representative for RHC Development,
LLC

ACCEPTANCE OF REGISTERED AGENT

On this 13th day of May, 2008, I have been named as Registered Agent and designated to accept service of process for RHC Development, LLC. By signing below I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Florida Statutes Chapter 608.


Carla DeLoach Bryant, as Registered Agent

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