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TALLAHASSEE, FLORIDA

T. HAMPTON

JUL 23 2008

EXAMINER

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July 18, 2008

Department of State
Division of Corporations
Clifton Building - Registration Section
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Regal Stephens Construction, L.P. conversion into Regal Stephens Construction, LLC

To the Registration Section:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439, Florida Statutes. Please return all correspondence concerning this matter to:

M. Todd Burke, Esquire
Burke, Blue, Hutchison, Walters & Smith, P.A.
215 Grand Boulevard, Suite 101
Destin, Florida 32550

For further information concerning this matter, please call M. Todd Burke at (850) 267-9498. Enclosed is a check for the following amount: \$185.00 for Filing Fees, Certified Copy, and Certificate of Status.

Thank you for your attention in this regard. Should you have any questions, please let me know.

Sincerely,

BURKE BLUE HUTCHISON
WALTERS & SMITH, P.A.


M. Todd Burke, Esq.

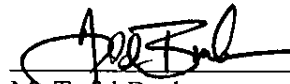
MTB/dmi
cc: R. Russell Porter II
enclosure

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
A FLORIDA LIMITED LIABILITY COMPANY

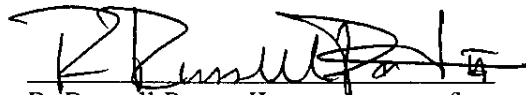
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Regal Stephens Construction, L.P. .
2. The "Other Business Entity" is a Limited Partnership first organized, formed or incorporated under the laws of the State of Florida on November 23, 2005.
3. The "Other Business Entity" remains organized under the laws of the State of Florida.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Regal Stephens Construction, LLC. .
5. The effective date for the Florida Limited Liability Company shall be the date of filing.

Signed this ____ day of July, 2008.



M. Todd Burke
Authorized Representative
Regal Stephens Construction, LLC.



R. Russell Porter II, as manager of
RRS Holdings of Florida, LLC.,
the General Partner of
Regal Stephens Construction, L.P.

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ARTICLES OF ORGANIZATION
FOR
REGAL STEPHENS CONSTRUCTION, LLC
a Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be REGAL STEPHENS CONSTRUCTION, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and principal address of the Company shall be 4947 East County Highway 30-A, Santa Rosa Beach, Florida, 32459.

ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining

members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one (1) manager and the name and address of the manager is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|---|
| RRS Holdings of Florida, LLC | 4947 East County Highway 30-A Santa Rosa Beach, Florida, 32459 |

The names and addresses of the members are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| R. Russell Porter II | 4947 East County Highway 30-A Santa Rosa Beach, Florida, 32459 |
| Ronald R. Porter | 4947 East County Highway 30-A Santa Rosa Beach, Florida, 32459 |
| S. Scott Porter | 4947 East County Highway 30-A Santa Rosa Beach, Florida, 32459 |

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

M. Todd Burke, Esq.
Burke, Blue, Hutchison & Walters, P.A.
215 Grand Boulevard
Suite 101
Destin, Florida 32550

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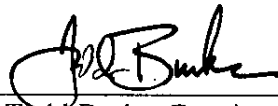
ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Sandestin, Walton County, Florida, on this _____ day of July, 2008.



M. Todd Burke, Esquire
Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Regal Stephens Construction, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 4947 East County Highway 30-A, Santa Rosa Beach, Florida, 32459, has named M. Todd Burke, Esq., located at 215 Grand Boulevard, Suite 101, Sandestin, Walton County, Florida, 32550, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



M. TODD BURKE

(Resident Agent)

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