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**EXAMINER** 

## POHL & SHORT, P.A.

#### ATTORNEYS AT LAW

STACY J. BORISOV ERIC C. BOUGHMAN **ALEX CHRIS COSTOPOULOS** ALEXANDER S. DOUGLAS II MATT G. FIRESTONE GARY A. FORSTER MARK A. GRIMES RICHARD A. HEINLE KATHRYN P. JONES DAVID J. KOHS ROBERT S. MACDONALD TERESA N. PHILLIPS FRANK L. POHL JAMES E. SHEPHERD, V HOUSTON E. SHORT JOHN R. SIMPSON, JR

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October 21, 2008

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

A&M SI Construction Company, Inc. (the "Corporation")

Our File No. 7830-14

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to A&M SI Construction Company, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely

Gary A. Forster

GAF/tj Enclosures

Cc: James C. Washburn, Esq.

#### CERTIFICATE OF CONVERSION FOR A&M SI CONSTRUCTION COMPANY, INC. TO A&M SI CONSTRUCTION COMPANY, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

- A&M SI CONSTRUCTION COMPANY, INC. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.
- 2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.
- 3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.
- The mailing address and street address of the principal office of the LLC is 1717 4. South Rio Grande Ave., Orlando, FL 32805.
- The name of the Corporation immediately prior to the filing of this Certificate of Conversion is A&M SI CONSTRUCTION COMPANY, INC., incorporated under the laws of the State of Florida on December 10, 2003. FLD: 10/06/2003 EFF: 12/10/2003
- The name of the LLC, as set forth in the attached Articles of Organization is A&M SI CONSTRUCTION COMPANY, LLC.
- The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 3 day of October 2008.

A&M SI CONSTRUCTION COMPANY, INC.

Al Rahmankhah, President

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A&M SI CONSTRUCTION COMPANY, LLC

Al Rahmankhah, Member

Manoochehr Rahmankhah, Member

### ARTICLES OF ORGANIZATION FOR A&M SI CONSTRUCTION COMPANY, LLC, A FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I NAME

The name of the Limited Liability Company is A&M SI CONSTRUCTION COMPANY, LLC.

## ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 1717 South Rio Grande Ave., Orlando, FL 32805.

## ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

## ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by its members, and the names, addresses and membership interests of such members are:

Al Rahmankhah	₹	
1717 South Rio Grande Ave.	ZODB SEC	
Orlando, FL 32805		
50% membership interest		***********
-	T 24 TARY ASSE	
Manoochehr Rahmankhah		
1717 South Rio Grande Ave.	OF S	
Orlando, FL 32805	STA F	Ÿ
50% membership interest	21 Z	

## ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 1717 South Rio Grande Ave., Orlando, FL 32805, and the initial Registered Agent at such address is Al Rahmankhah.

IN WITNESS WHEREOF, the undersigned member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 3 day of 000, 2008.

Al Rahmankhah

#### ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this \( \frac{1}{2} \) day of \( \frac{1

Al Rahmankhah

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SECRETARY OF STATE
AND ANASSEE, FLORIDA