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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. HAMPTON

NOV 14 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FJB and Associates of South Florida, LLC ■

(Name of Resulting Florida Limited Company)

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 s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Thomas O. Wells, Esq.

(Contact Person)

Thomas O. Wells, P.A.

(Firm/Company)

540 Biltmore Way

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

Thomas O. Wells

(Name of Contact Person)

at (305) 444-0016

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 NOV 13 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 28, 2008

THOMAS O. WELLS, ESQ.
540 BILTMORE WAY
CORAL GABLES, FL 33134

SUBJECT: FJB AND ASSOCIATES, INC.
Ref. Number: M28562

We have received your document for FJB AND ASSOCIATES, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is M01000001916.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration Section

Letter Number: 308A00055386

CERTIFICATE OF CONVERSION
OF
FJB AND ASSOCIATES, INC.
INTO
FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert FJB AND ASSOCIATES, INC., a corporation organized under the laws of the State of Florida, into FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. FJB AND ASSOCIATES, INC., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on March 7, 1986, under Document Number M28562.
2. The name of the Florida limited liability company into which FJB AND ASSOCIATES, INC. will be converted is FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC. The Articles of Organization of FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC are attached to this Certificate of Conversion.
3. The conversion of FJB AND ASSOCIATES, INC., a Florida corporation, into FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of FJB AND ASSOCIATES, INC., a Florida corporation, into FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC and the Articles of Organization of FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC were approved by all of the shareholders and directors of FJB AND ASSOCIATES, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC is 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for FJB and Associates of South Florida, LLC will be 59-2644802 which is the same Federal employer identification number of FJB and Associates, Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC shall pay any shareholder of FJB AND ASSOCIATES, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 22 day of OCTOBER, 2008.



Fred J. Buchsbaum, as President of FJB and
Associates, Inc., and as a Manager of FJB and
Associates of South Florida, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is FJB AND ASSOCIATES OF SOUTH FLORIDA, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Fred J. Buchsbaum at 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 22 day of October, 2008.



Fred J. Buchsbaum, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*of South
Florida*

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for FJB AND ASSOCIATES, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.



Fred J. Buchsbaum

Dated: 10/22/08

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TALLAHASSEE, FLORIDA