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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

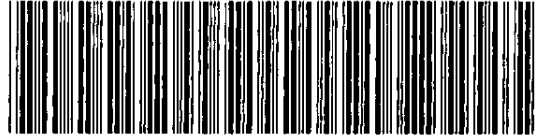
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE FLORIDA



December 11, 2008

VIA FEDEX

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Ryan Retail Consulting, LLC
Certificate of Conversion and Articles of Organization**

Dear Secretary of State:

Enclosed you will find the following documents for recording in your office for **Ryan Retail Consulting, LLC** (the "Company"):

1. Certificate of Organization Surrender from the Virginia State Corporation Commission. The Company, formerly a Virginia limited liability company, surrendered its Certificate of Organization effective November 21, 2008. A copy is attached for your records.
2. Certificate of Conversion into Florida Limited Liability Company. Please find a signed Certificate of Conversion from the Company's sole member, Michael T. Ryan.
3. Articles of Organization. Please find executed Articles of Organization of "Ryan Retail Consulting, LLC" for recording in your office.
4. Check: The Company's check in the amount of \$150.00 is enclosed for the required filing fees.

I hope you find the enclosed documents to domesticate the Company in Florida acceptable for filing with your office. Should you need further information from me, please feel free to contact me directly by email at lynn.hayes@leclairryan.com or by phone at (804) 783-7561

E-mail: lynn.hayes@leclairryan.com
Direct Phone: 804.783.7561
Direct Fax: 804.783.2294

951 East Byrd Street, Eighth Floor
Richmond, Virginia 23219
Phone: 804.783.2003 \ Fax: 804.783.2294

CALIFORNIA \ CONNECTICUT \ MASSACHUSETTS \ MICHIGAN \ NEW JERSEY \ NEW YORK \ PENNSYLVANIA \ VIRGINIA \ WASHINGTON, D.C.

ATTORNEYS AT LAW \ WWW.LECLAIRRYAN.COM

Florida Secretary of State
Division of Corporations
December 11, 2008
Page 2

Please return the recorded filed evidence to me in the enclosed self-addressed stamped envelope.

Sincerely,

A handwritten signature in black ink that reads "P. Lynn Hayes". The signature is written in a cursive style with a large, looping "P" and "H".

P. Lynn Hayes
Paralegal

Enclosures

cc: Mr. Michael T. Ryan
Bruin S. Richardson, III, Esquire
6292525

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ryan Retail Consulting, 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:

Lynn Hayes, Paralegal
(Contact Person)
LeClairRyan, A Professional Corporation
(Firm/Company)
951 East Byrd Street, 8th Floor
(Address)
Richmond, Virginia 23219
(City, State and Zip Code)

For further information concerning this matter, please call:

Lynn Hayes, Paralegal at (804) 783-7561
(Name of Contact Person) (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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Conversion
For
"Other Business Entity"
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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Ryan Retail Consulting, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Virginia
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/09/2002
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Virginia

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

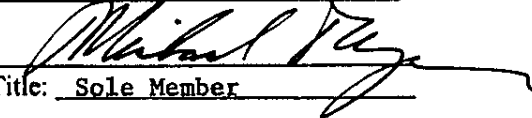
Ryan Retail Consulting, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 6TH day of November 2008

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Michael T. Ryan Title: Sole Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: Michael T. Ryan Title: Sole Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ryan Retail Consulting, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

400 S. Pointe Drive
Suite 1602
Miami Beach, Florida 33139

Mailing Address:

400 S. Pointe Drive
Suite 1602
Miami Beach, Florida 33139

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Michael T. Ryan
Name
400 S. Pointe Drive, Suite 1602
Florida street address (P.O. Box **NOT** acceptable)
Miami Beach FL 33139
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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

Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Michael T. Ryan

400 S. Pointe Drive, Suite 1602

Miami Beach, Florida 33139

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael T. Ryan

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA