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DIVISION OF CORPORATIONS
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T. HAMPTON
DEC 31 2008
EXAMINER



Hunter J. Brownlee
Direct Dial: 813-222-2023
hbrownlee@fowlerwhite.com

December 29, 2008

FEDERAL EXPRESS

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

Attention: Registration Section

**Re: Certificate of Conversion of Miraculous Motors
Corporation into Miraculous Motors, LLC**

Dear Sir/Madam:

Enclosed for filing with the Division of Corporations is the above-referenced Certificate of Conversion, with a check in the amount of \$180.00 to cover the filing fee and a certified copy, which should be returned to my attention. Please note that the filing has a December 31, 2008 effective date.

If you have any questions, please do not hesitate to give me a call. Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "HJB", written over a horizontal line.

Hunter J. Brownlee

HJB/kcr
Enclosures

40545593v1

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CERTIFICATE OF CONVERSION

OF

MIRACULOUS MOTORS CORPORATION

INTO

MIRACULOUS MOTORS, LLC

The following Certificate of Conversion and the attached Articles of Organization are submitted to convert **MIRACULOUS MOTORS CORPORATION**, a Florida corporation, into **MIRACULOUS MOTORS, LLC**, a Florida limited liability company, pursuant to Section 608.439, Florida Statutes.

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

2. The "Other Business Entity" is a corporation, first organized under the laws of Florida on June 20, 2003.

3. The jurisdiction of the "Other Business Entity" has not changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Miraculous Motors, LLC.

5. The effective date of the Conversion shall be December 31, 2008.

Signed this 22nd day of December, 2008.

MIRACULOUS MOTORS CORPORATION

By: 

G. Penfield Jennings
President

By: 

G. Penfield Jennings
Authorized Representative

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EXHIBIT A

Articles of Organization

of

Miraculous Motors, LLC

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**ARTICLES OF ORGANIZATION
OF
MIRACULOUS MOTORS, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

**ARTICLE I
Name**

The name of the limited liability company is Miraculous Motors, LLC.

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the Company is 1960 Bayshore Blvd., Dunedin, Florida 34698.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is G. Penfield Jennings, 1960 Bayshore Blvd., Dunedin, Florida 34698.

**ARTICLE IV
Effective Date**

The effective date of filing of these Articles of Organization shall be December 31, 2008.

Dated this 22 day of December, 2008.

By: _____

G. Penfield Jennings

Authorized Representative

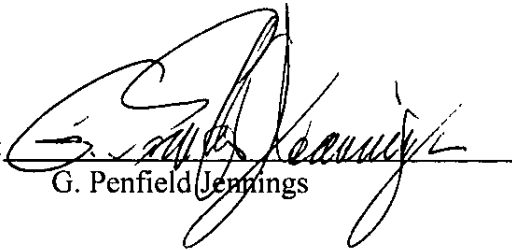
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Miraculous Motors, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 22nd day of December, 2008.

REGISTERED AGENT:

By: 
G. Penfield Jennings

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