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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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T. HAMPTON

JAN - 6 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GROVE ONE, 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:

Brian L. Fink, Esq.  
(Contact Person)

Catlin Saxon Fink & Kolski, LLP  
(Firm/Company)

2600 DOUGLAS ROAD  
(Address)

Miami, FL 33134  
(City, State and Zip Code)

For further information concerning this matter, please call:

Brian L. Fink at ( 305 ) 371-9575  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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

CATLIN SAXON, FINK & KOLSKI, LLP

2600 DOUGLAS ROAD  
SUITE 1109  
CORAL GABLES, FLORIDA 33134-6143  
\_\_\_\_\_  
(305) 371-9575  
\_\_\_\_\_  
FAX (305) 371-8011

H. JAMES CATLIN, JR.  
RETIRED

December 31, 2008

**VIA FEDERAL EXPRESS**

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

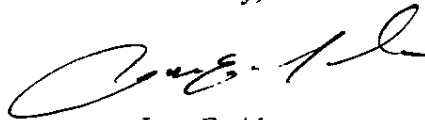
**Re: Filing Articles of Organization of GROVE ONE, LLC**

Dear Sir or Madam:

I am forwarding to you herewith the original executed Articles of Organization for **GROVE ONE, LLC**, together with the required copy of same for filing. Also enclosed is this firm's check number 2044 in the sum of \$185.00 representing the State filing fee and registered agent fee.

If you should have any questions, please do not hesitate to call.

Sincerely,



Jose E. Alas  
Legal Assistant

Enclosures

**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:  
GROVE ONE, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION

first organized, formed or incorporated under the laws of FLORIDA

on January 31, 2005

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:

n/a

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

GROVE ONE, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: filing

Signed this 31st day of Decemebr 2008.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: Brian L. Fink  
Printed Name: Brian L. Fink Title: Authorized Representative

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

Signature: Robert N. Hays  
Printed Name: Robert N. Hays Title: President

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 OF  
GROVE ONE, LLC**

**ARTICLE I**

**Name:**

The name of the Limited Liability Company is:

**GROVE ONE, LLC**

**ARTICLE II**

**Address:**

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

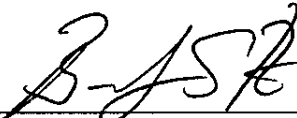
**4120 Sunshine Road  
Miami, Florida 33133**

**ARTICLE III**

**Registered Agent, Registered Office, & Registered Agent's Signature:**

**BRIAN L. FINK, ESQ.  
CATLIN SAXON FINK & KOLSKI, LLP.  
SUITE 1109  
2600 DOUGLAS ROAD  
CORAL GABLES, FLORIDA 33134**

*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.*



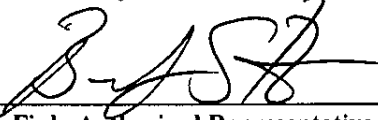
**Brian L. Fink, Registered Agent**

**ARTICLE IV**

**Management**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

The initial managers of the company are: Robert N. Hays, Robert T. "Todd" Hays and Joseph Rousseau



**Brian L. Fink, Authorized Representative**

(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.)

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN -5 PM 2:42**