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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

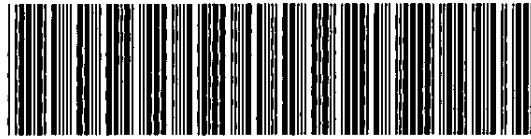
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JAN - 9 2009

EXAMINER

209-123

**GASSMAN, BATES & ASSOCIATES, P.A.**  
**ATTORNEYS AT LAW**

ALAN S. GASSMAN \*\*  
LONDON L. BATES \*\*†  
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- \* LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN  
WILLS, TRUSTS AND ESTATES
- \*\* CERTIFIED PUBLIC ACCOUNTANT
- \*\*\* LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

December 30, 2008  
VIA FEDEX

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

Re: UCITA PROPERTIES, INC.  
CD MOUNTAIN PROPERTIES, INC.  
ISLAND MANAGEMENT, INC.

Dear Sir/Madam:

Attached for filing please find three Certificates of Conversion, whereby UCITA PROPERTIES, INC. will convert into UCITA PROPERTIES, L.L.C., CD MOUNTAIN PROPERTIES, INC. will convert into CD MOUNTAIN PROPERTIES, L.L.C. and ISLAND MANAGEMENT, INC. will convert into ISLANDMANAGEMENT, L.L.C.

The Articles of Organization of UCITA PROPERTIES, L.L.C., CD MOUNTAIN PROPERTIES, L.L.C. and ISLANDMANAGEMENT, L.L.C. (Florida limited liability companies) are also attached, as well as a check in the amount of \$450.00 for filing fees.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200 x. 241.

Best personal regards,



Alan S. Gassman

ASG:try

Enclosures

J:\Curtis, Daniel B\Ucita Properties, L.L.C. (Converted from Inc)\Sec. of State.1.wpd  
7541

FILED  
08 DEC 31 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 5, 2009

ALAN S GASSMAN  
GASSMAN, BATES & ASSOCIATES, PA  
1245 COURT ST - STE 102  
CLEARWATER, FL 33756

SUBJECT: CD MOUNTAIN PROPERTIES, L.L.C.  
Ref. Number: W09000000123

FILED  
08 DEC 31 AM 10:15  
TALLAHASSEE, FLORIDA

We have received your document for CD MOUNTAIN PROPERTIES, L.L.C. and your check(s) totaling \$450.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 809A00000068

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

FILED  
08 DEC 31 AM 10:19  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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:  
CD MOUNTAIN PROPERTIES, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(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 Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on March 26, 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:

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

CD MOUNTAIN PROPERTIES, L.L.C.

(Enter Name of Florida Limited Liability Company)

902000033117

5. If not effective on the date of filing, enter the effective date: 12-31-2008.  
(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 30<sup>th</sup> day of December 20 08.

Signature of Authorized Person: Daniel B. Curtis

Printed Name: Daniel B. Curtis Title: Director, CD Mountain Properties, Inc.

Signature of Authorized Person: Alan S. Gassman  
ALAN S. GASSMAN, as  
Authorized Representative  
for CD Mountain Properties, L.L.C.

**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)

Audit Fax No: \_\_\_\_\_

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is: CD MOUNTAIN PROPERTIES, L.L.C.

### ARTICLE II - Address:

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

3333 W. Kennedy Blvd., Suite 206  
Tampa, FL 33609

### ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

### ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman

Name

1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

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

Audit Fax No: \_\_\_\_\_

(An additional article must be added if an effective date is requested)

**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.)

  
\_\_\_\_\_  
ALAN S. GASSMAN

J:\Curtis, Daniel B\CD Mountain Properties, L.L.C. (converted from Inc.)\Articles of Organization.1.wpd  
jas 11-19-08

**ARTICLES OF ORGANIZATION OF CD MOUNTAIN PROPERTIES, L.L.C.**

**PAGE 2**

Alan S. Gassman, Esquire  
1245 Court Street Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_