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B. KOHR
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EXAMINER

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 855970 7578406

AUTHORIZATION :

COST LIMIT : \$185.00

ORDER DATE : January 12, 2009

ORDER TIME : 1:43 PM

ORDER NO. : 855970-065

CUSTOMER NO: 7578406

09 JAN 12 PM 2:35
FILED
TALLAHASSEE, FLORIDA
Lyndee

DOMESTIC AMENDMENT FILING

NAME: THE UNDERILL GROUP, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2009

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: THE UNDERILL GROUP, LLC
Ref. Number: W09000001447

RESUBMIT
Please give original
submission date as file date

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE UNDERILL GROUP, LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

The Certificate of Conversion must have 2 separate signatures. First, it must be signed by an officer or director of the converting corporation, and then it must be signed by a member or authorized representative of the resulting LLC. Photocopied and/or conformed signatures are acceptable.

Please return 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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 209A00001116

RECEIVED
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DIVISION OF CORPORATIONS
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**CERTIFICATE AND PLAN OF CONVERSION
FOR
THE UNDERILL GROUP, INC.
INTO
THE UNDERILL GROUP, LLC**

FILED
09 JAN 12 PM 2:35
TALLAHASSEE, FLORIDA

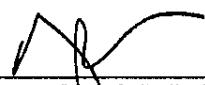
This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **THE UNDERILL GROUP, INC.**, a Florida corporation (the "Corporation"), into **THE UNDERILL GROUP, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **THE UNDERILL GROUP, INC.**, a Florida corporation, was formed on February 18, 1985.
2. The name of the Florida limited liability company is **THE UNDERILL GROUP, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned has executed this Certificate and Plan of Conversion as of the 3 day of December, 2008.



HARRY J. UNDERILL, III, as the sole
shareholder of The Underill Group,
Inc. and the sole Member of The
Underill Group, LLC

EXHIBIT A

ARTICLES OF ORGANIZATION
OF
THE UNDERILL GROUP, LLC
(a Florida limited liability company)

FILED
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE UNDERILL GROUP, 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 adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **THE UNDERILL GROUP, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

490 North Harbor City Boulevard
Melbourne, FL 32935

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

HARRY J. UNDERILL, III
490 North Harbor City Boulevard
Melbourne, FL 32935

The undersigned have executed these Articles of Organization as of this 3rd day of December, 2008.



HARRY J. UNDERILL, III, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **THE UNDERILL GROUP, LLC** at the place designated in Article III of the Articles of Organization, **HARRY J. UNDERILL, III** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. **HARRY J. UNDERILL, III** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

By: 

HARRY J. UNDERILL, III

Date: 12-8, 2008