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B. KOHR
JAN 14 2009
EXAMINER

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 855970 7578406

AUTHORIZATION :

COST LIMIT : $ 185.00

ORDER DATE : January 12, 2009

ORDER TIME : 1:38 PM

ORDER NO. : 855970-005

CUSTOMER NO: 7578406

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CAPITAL MORTGAGE SERVICES, INC.

EFFECTIVE DATE:

XX CERT 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: CAPITAL MORTGAGE SERVICES, LLC
Ref. Number: W09000001415

RESUBMIT
Please give original submission date

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We have received your document for CAPITAL MORTGAGE SERVICES, 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:

First, we need to establish the exact name and date of incorporation of the converting corporation.

According to our records CAPITAL MORTGAGE SERVICES, INC. (668916) was incorporated on April 24, 1980. It was originally called RE/MAX OF BREVARD, INC. July 6, 1984, was not the date of it's incorporation. July 6, 1984 was the date it changed its name to CAPTIAL MORTGAGE SERVICES, INC.

But Item 1 identifies the converting corporation as THE UNDERILL GROUP, INC., which according to our records is Document Number H43070 and was incorporated on February 18, 1985.

Please clarify these matters.

Second, the Certificate of Conversion has to have two separate signatures. It must first be signed by an officer or director of the converting corporation. And then it must be signed by a member or authorized representative of a member of the resulting LLC. These signatures may be photocopied or conformed.

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: 209A00001107

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668716

CERTIFICATE AND PLAN OF CONVERSION
FOR
CAPITAL MORTGAGE SERVICES, INC.
INTO
CAPITAL MORTGAGE SERVICES, LLC

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

1. CAPITAL MORTGAGE SERVICES, INC., a Florida corporation, formed on April 24, 1980.

2. The name of the Florida limited liability company is **CAPITAL MORTGAGE SERVICES, 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 3rd day of December, 2008.

____
HARRY J. UNDERILL, III, as the sole Shareholder of Capital Mortgage Services, Inc. and the sole Member of Capital Mortgage Services, LLC

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EXHIBIT A

ARTICLES OF ORGANIZATION
OF
CAPITAL MORTGAGE SERVICES, LLC
(a Florida limited liability company)

ARTICLES OF ORGANIZATION
OF

CAPITAL MORTGAGE SERVICES,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 **CAPITAL MORTGAGE SERVICES, 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 Decembe, 2008.

HARRY J. UNDERILL, III, Member

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **CAPITAL MORTGAGE SERVICES, LLC** at the place designated in Article III of the Articles 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: Dec 3, 2008

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