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TALLAHASSEE, FLORIDA

B. KOHR

JAN 14 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 855970 7578406

AUTHORIZATION :

COST LIMIT : \$185.00

*Spuddean*

ORDER DATE : January 12, 2009

ORDER TIME : 10:43 AM

ORDER NO. : 855970-080

CUSTOMER NO: 7578406

FILED  
09 JAN 14 PM 3:45  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: UNDERILL MANAGEMENT COMPANY,  
INC.

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ CERTIFIED COPY

XX\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
UNDERILL MANAGEMENT COMPANY, INC.  
INTO  
UNDERILL MANAGEMENT COMPANY, LLC**

FILED  
09 JAN 14 PM 3:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
617

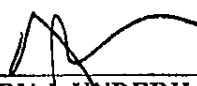
This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **UNDERILL MANAGEMENT COMPANY, INC.**, a Florida corporation (the "Corporation"), into **UNDERILL MANAGEMENT COMPANY, LLC**, a Florida limited liability compa (the "LLC"), in accordance with Sections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

1. **UNDERILL MANAGEMENT CO., INC.**, a Florida corporation, was formed on April 10, 1979.
2. The name of the Florida limited liability company is **UNDERILL MANAGEMENT COMPANY, 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 Underill Management  
Company, Inc. and the sole Member  
of Underill Management Company,  
LLC

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**  
**OF**  
**UNDERILL MANAGEMENT COMPANY, LLC**  
(a Florida limited liability company)

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09 JAN 14 PM 3:45  
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
UNDERILL MANAGEMENT COMPANY, 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 **UNDERILL MANAGEMENT COMPANY, 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 3<sup>rd</sup> 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 **UNDERILL MANAGEMENT COMPANY, 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: Dec 3, 2008