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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

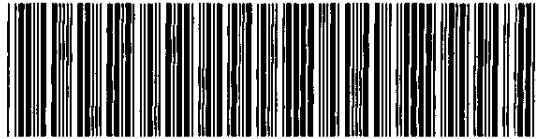
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN 26 PM 2:33

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S. HAWKES

JAN 27 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Duke Agency, LLC P08000008072 ■
(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:

Cheryl Feather
(Contact Person)

The Duke Agency, LLC
(Firm/Company)

7201 NW 11th Place
(Address)

Gainesville, FL 32605
(City, State and Zip Code)

For further information concerning this matter, please call:

Cheryl Feather at (352) 333-1488
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input 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 checked="" type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input 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

Certificate of Conversion

For

**The Duke Agency, Inc.,
A Florida Corporation For Profit**

Into

**The Duke Agency, LLC,
A Florida Limited Liability Company**

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FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to covert the following Florida corporation for profit into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

The Duke Agency, Inc.

2. The "Other Business Entity" is a Florida corporation for profit first incorporated under the laws of the State of Florida on January 22, 2008.
3. The "Other Business Entity" is currently a Florida corporation.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is:

The Duke Agency, LLC

5. The conversion effected hereby and the Articles of Organization attached hereto shall be effective upon filing.

Signed this 25th day of January 2009.

Signature of Authorized Representative of Limited Liability Company:

Signature [Signature]
Printed Name Keyton Benson
Title Managing Member

Signature of Authorized Representative of Other Business Entity:

Signature [Signature]
Printed Name Keyton Benson
Title President

**ARTICLES OF ORGANIZATION
OF
THE DUKE AGENCY, LLC**

The undersigned authorized representative of one or more members hereby submits these Articles of Organization pursuant to the Florida Limited Liability Company Act for the purpose of forming such limited liability company (the "Company"):

**ARTICLE I
Name**

The name of the Company is The Duke Agency, LLC. These Articles of Organization may be referred to as the "Articles." The Operating Agreement of the Company to be adopted by its members may be referred to as its "Operating Agreement."

**ARTICLE II
Initial Principal Place of Business and Mailing Address**

The Company's initial street address shall be:

The Duke Agency, LLC
7201 NW 11th Place
Gainesville, FL 32605

The Company may designate such alternate place or places of business according to procedures for Company action as set forth in its Operating Agreement and as allowed by law.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the registered agent of the Company is 7201 NW 11th Place, Gainesville, FL 32605, and the name of its initial registered agent at that address is Scott P. Rowe.

**ARTICLE IV
Management**

The Company will be managed by a Managing Member. The Managing Member shall be designated, removed, or replaced in the manner set forth in the Operating Agreement and shall have such terms of office as are provided in the Operating Agreement. The Managing Member shall have the authority and duties reserved to him in the Operating Agreement and as provided by applicable law. The Company may amend its Operating Agreement as set forth in such Agreement.

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The initial Members of the Company shall be Keyton Benson, William J. Shively, and Timothy J. Treweek. The Managing Member of the Company shall be Keyton Benson. The address of each of the Members is 7201 NW 11th Place, Gainesville, FL 32605.

ARTICLE V
Term of Existence

The Company shall be formed effective on the date of filing hereof and shall have perpetual existence unless dissolved in accordance with applicable law or procedures that may be set forth in its Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has affixed his or her signature this 25th day of January 2009.

By: _____

Keyton Benson, Authorized Representative


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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

Dated this 23rd day of January 2009.

REGISTERED AGENT


Scott P. Rowe

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TREASURY