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Rudew McClosky

(Requestor's Name)

412-2000

(Address)

(Address)

Tall. FL.

(City/State/Zip/Phone #)



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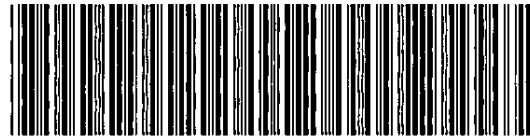
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAR 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 25 2009

EXAMINER

**CERTIFICATE OF CONVERSION
OF
TIMBERWOODS VACATION VILLAS,
a Florida general partnership (Converting Organization)**


FILED
09 MAR 25 PM 3:15
TALLAHASSEE, FLORIDA

The undersigned, desiring to convert from Timberwoods Vacation Villas, a Florida general partnership (the "Converting Organization"), to Timberwoods Vacation Villas, LLC, a Florida limited liability company (the "Converted Organization") pursuant to Sections 620.8912-620.8923 of the Florida Revised Uniform Partnership Act of 2005, as amended, (the "Partnership Law"), and Section 608.439 of the Florida Limited Liability Company Act, as amended (the "LLC Law"), does hereby execute and file with the Secretary of State of Florida this Certificate of Conversion:

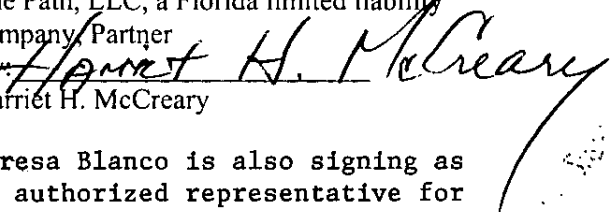
1. The Converting Organization is a general partnership created by the filing of a Partnership Registration Statement with the Florida Division of Corporations on September 5, 2008. The Converting Organization currently exists as a general partnership under the laws of the State of Florida, Florida document number: GP0800004416.
2. The name of the Converting Organization immediately prior to the Effective Date (as defined below) is Timberwoods Vacation Villas.
3. The name of the Converted Organization as set forth in the Articles of Organization, as attached hereto, is Timberwoods Vacation Villas, LLC.
4. The conversion of the Converting Organization to a limited liability company was approved, as required, by all the partners of the Converting Organization, by the Partnership Law and by the LLC Law. The partners' consents are evidenced in the records of the Converting Organization.
5. The effective date of the conversion reflected in this Certificate of Conversion ("Certificate"), as applicable to the Converting Organization and the Converted Organization, shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

Dated this 25 day of February, 2009.


Teresa Blanco, Partner


Glyn D. Owen, Partner

The Path, LLC, a Florida limited liability company, Partner


Harriet H. McCreary

Teresa Blanco is also signing as
a authorized representative for
TIMBERWOODS VACATION VILLAS, LLC.

**ARTICLES OF ORGANIZATION
OF
TIMBERWOODS VACATION VILLAS, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

1. The name of the Limited Liability Company is Timberwoods Vacation Villas, LLC (the "Company").
2. The mailing and street address of the principal office of the Company is: 7964 Timberwood Circle, Sarasota, Florida 34238.
3. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization, is: Teresa Blanco, 7964 Timberwood Circle, Sarasota, Florida 34238. These Articles of Organization shall be effective upon filing.

The undersigned has executed these Articles of Organization on the 14 day of ~~February~~ ^{March}, 2009.

By: 
Robert Pelletier, Authorized Representative

FILED
09 MAR 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

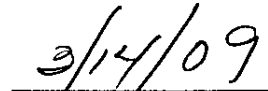
1. The name of the limited liability company is: Timberwoods Vacation Villas, LLC.
2. The name and address of the registered agent and office is:

Teresa Blanco
7964 Timberwood Circle
Sarasota, Florida 34238

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 its 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.



Teresa Blanco, Registered Agent



(Date)