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TALLAHASSEE, FLORIDA

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EXAMINER

ANSBACHER & SCHNEIDER, P. A.
ATTORNEYS AT LAW

MAILING ADDRESS
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JACKSONVILLE, FLORIDA 32255-1260

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January 16, 2009

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: WSH & Associates, L.L.C.

Dear Sir or Madam:

I enclose the following documents with regard to the formation of the above referenced LLC:

1. Articles of Organization
2. Certificate of Designation of Registered Agent/Registered Office
3. Certificate of Conversion to a Limited Liability Company
4. Check number 6329 in the amount of \$150.00

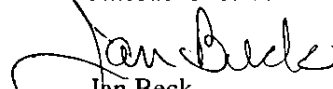
Please send all correspondence relating to WSH & Associates, L.L.C. to the attention of the limited liability company's Registered Agent as follows:

Michael N. Schneider, Esq.
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255-1260

If you need anything further, please call me at (904) 296-0100.

Very truly yours,

Ansbacher & Schneider, P.A.


Jan Beck
Legal Assistant

/jb
Enclosures
96-1075.20

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2009

ANSBACHER & SCHNEIDER, P.A.
MICHAEL N. SCHNEIDER, ESQ.
P.O. BOX 551260
JACKSONVILLE, FL 32255-1260

SUBJECT: WSH & ASSOCIATES, L.L.C.
Ref. Number: W09000005030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for WSH & ASSOCIATES, L.L.C. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 009A00003670

**CERTIFICATE OF CONVERSION TO A
LIMITED LIABILITY COMPANY OF
WSH & ASSOCIATES, L.L.C.**

Pursuant to Section 608.439 of the Florida Statutes, WSH & Associates, Ltd., a Florida limited partnership, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

ARTICLE I

The name of the business immediately prior to filing this Certificate of Conversion was WSH & Associates, Ltd.

ARTICLE II

WSH & Associates, Ltd. was formed in the State of Florida on December 24, 1996.

ARTICLE III

A96000003440

WSH & Associates, Ltd., a Florida limited partnership, after conversion to a limited liability company, shall be known as WSH & Associates, L.L.C., a Florida limited liability company, as set forth in the attached Articles of Organization of WSH & Associates, L.L.C. The effective date of the conversion to a limited liability company shall be on filing of the Certificate of Conversion.

ARTICLE IV

All property, real, personal, and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall be vested in the domestic limited liability company and shall thereafter be the property of the domestic limited liability company as they were of the other entity that has converted.

IN WITNESS WHEREOF, this Certificate of Conversion to a limited liability company has been duly executed.

WSH & Associates, L.L.C.:

By: *William Hecht*

William Hecht, Managing Member

General Partners of WSH & Associates, Ltd.

WSH Properties, Inc.,
a Florida corporation

By: *William Hecht*

William Hecht, President

William Hecht
William Hecht

Sonia Hecht
Sonia Hecht

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
WSH & ASSOCIATES, L.L.C.

ARTICLE I

The name of this Limited Liability Company shall be WSH & Associates, L.L.C. a limited liability company.

ARTICLE II

WSH & Associates, L.L.C. shall have perpetual existence.

ARTICLE III

WSH & Associates, L.L.C. is created to engage in any lawful act, business or activity for which limited liability companies may be formed under the laws of the State of Florida and to do any and all other things which are necessary, desirable or incidental to the foregoing purpose.

ARTICLE IV

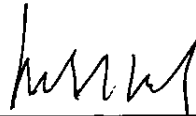
The principal place of business of WSH & Associates, L.L.C. shall be 6400 Youngerman Circle, Jacksonville, Florida 32244 and the mailing address shall be Ansbacher & Schneider, P.A., P.O. Box 551260, Jacksonville, Florida 32255, and such other place or places as the Members from time to time may determine.

The initial registered agent of WSH & Associates, L.L.C. shall be Ansbacher & Schneider, P.A. whose address is 5150 Belfort Road, Building 100, Jacksonville, Florida 32256.

ARTICLE V

WSH & Associates, L.L.C. will be managed by its Members.

IN WITNESS WHEREOF, these Articles of Organization have been duly executed.



Michael N. Schneider
Authorized Representative

Michael N. Schneider
Fl. Bar No. 166929
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255
(904) 296-0100

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

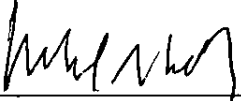
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

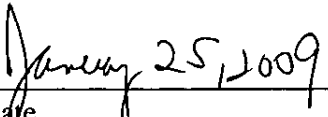
The name of the organization is WSH & Associates, L.L.C., a Limited Liability Company.

The name and address of the registered agent and office is:

Ansbacher & Schneider, P.A.
5150 Belfort Road, Building 100
Jacksonville, FL 32255

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 this 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.

By: 
Michael N. Schneider for
Ansbacher & Schneider, P.A., Registered Agent


Date

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TALLAHASSEE, FLORIDA