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(Requestor's Name)

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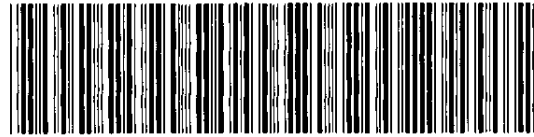
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(Business Entity Name)

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APR 23 2009

**EXAMINER**

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Conversion

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TALLAHASSEE, FLORIDA

1.

Newport Realty of Southwest Florida, LLC  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
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CERTIFICATE OF CONVERSION  
FOR  
NEWPORT REALTY OF SOUTHWEST FLORIDA, INC.  
INTO  
NEWPORT REALTY OF SOUTHWEST FLORIDA, LLC

This Certificate of Conversion and Attached Articles of Organization are submitted to convert the following Corporation into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is:

Newport Realty of Southwest Florida, Inc.

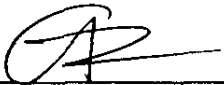
2. Newport Realty of Southwest Florida, Inc. is a Corporation first organized, formed or incorporated under the laws of Florida on July 29, 1997.
3. The jurisdiction of the Corporation was not changed during its existence.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization:

Newport Realty of Southwest Florida, LLC

5. The Effective Date shall commence its existence upon the filing of these Articles of Organization with the Secretary of the State of Florida.

Signed this 14<sup>th</sup> day of April, 2009

Newport Realty of Southwest Florida, Inc.,  
a Florida corporation

By:   
Arthur A. Shafran, President

MANAGER:

  
Jeffrey M. Benham, Manager

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TALLAHASSEE, FLORIDA

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**Articles of Organization**

**Of**

**NEWPORT REALTY OF SOUTHWEST FLORIDA, LLC**

The undersigned, as the authorized representative of the initial member of Newport Realty of Southwest Florida, LLC, a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**Article I – Name**

The name of this Company is:

Newport Realty of Southwest Florida, LLC

**Article II– Principal Office**

The mailing address and street address of the principal office of the Company is:

5692 Strand Court  
Naples, Florida 34110

**Article III– Duration**

The Company shall commence its existence upon the filing of these Articles of Organization with the Secretary of the State of Florida. The Company shall have perpetual existence.

**Article IV - Management**

The Company shall be managed by one (1) or more Managers designated from time to time by the Members of the Company and is, therefore, a Manager-managed company. The name and address of the initial Manager is:

Jeffrey M. Benham  
5692 Strand Court  
Naples, Florida 34110

Michael S. Diamond  
5692 Strand Court  
Naples, Florida 34110

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### **Article V – Limitation on Agency Authority of Members**

No Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

### **Article VI – Registered Agent**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

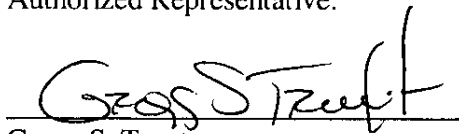
Bolaños Truxton, P.A.  
12800 University Drive, Suite 350  
Ft. Myers, Florida 33907

### **Article VII – Amendment**

These Articles of Organization may be amended or repealed upon the unanimous approval of then existing Members of the Company.

In Witness Whereof, the undersigned has executed the foregoing Articles of Organization as the authorized representative of the initial Member of the Company as of this 14 day of April, 2009.

Authorized Representative:

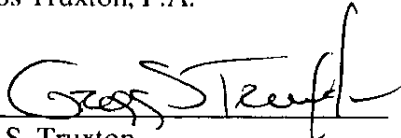
  
Gregg S. Truxton

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM  
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507, Florida Statutes:

Having been appointed registered agent of Newport Realty of Southwest Florida, LLC, in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Bolaños Truxton, P.A.

By:   
Gregg S. Truxton  
12800 University Drive, Suite 350  
Ft. Myers, Florida 33907

Dated: April 14, 2009