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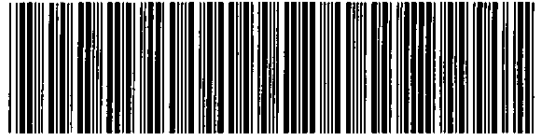
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**2009 APR 30 PM 2:02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**C. LEWIS**

**MAY - 1 2009**

**EXAMINER**

Certificate of Conversion  
For  
A Florida Corporation  
Into  
Florida Limited Liability Company

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2009 APR 30 PM 2: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida 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 JJM Holdings Corp (the "Corporation") and is referenced by Document Number P02000111081.
2. The Corporation was first organized, formed or incorporated as a Florida corporation on October 15, 2002, for the sake of owning and operating real estate management business, and all other lawful purposes.
3. Pursuant to a Plan of Conversion adopted by the Corporation the Corporation has been converted to a Florida Limited Liability Company in accordance with Chapter 607, Florida Statutes, and in compliance with Chapter 608, Florida Statutes.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **JJM Holdings LLC** (the "LLC").
5. The address of the LLC shall be: 5100 W. Copans Road, Suite 1010, Margate, FL 33063.
6. The effective date of this conversion shall be the date of filing this certificate.
7. The LLC agreed to pay all shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, Florida Statutes.

Signed this 27 day of April, 2009.

JJM Holdings Corp

By: 

Joseph V. Mondelli, Sr., President

JJM Holdings LLC

By: 

Joseph V. Mondelli, Sr. Member  
and Manager

**Articles of Organization of  
JJM Holdings LLC**

The undersigned, acting as authorized representative of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), files the following articles of organization for such limited liability company in accordance with Section 608.411 of the Act. The Company filed its original articles of incorporation in Florida, as a Florida corporation, on October 15, 2002, referenced by Document Number P02000111081, by filing Articles of Incorporation with the Florida Secretary of State, Division of Corporations. Those articles of incorporation are repealed and replaced by these articles of organization, filed along with the attached Certificate of Conversion.

**Article I. Name**

The name of the Limited Liability Company is JJM Holdings LLC.

**Article II. Duration**

The period of the company's duration is perpetual.

**Article III. Purposes**

3.01. The Limited Liability Company has the powers provided for a limited liability company under the Act.

3.02. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Act.

**Article IV. Principal Place of Business and Mailing Address**

The address of the company's principal place of business in this state is: 5100 W. Copans Road, Suite 1010, Margate, FL 33063.

The company's mailing address is: 5100 W. Copans Road, Suite 1010, Margate, FL 33063.

**Article V. Name and Address of Initial Registered Agent**

5.01. The company's initial Registered Agent is: Joseph V. Mondelli, Sr.

5.02. The address of the company's initial Registered Office is: 5100 W. Copans Road, Suite 1010, Margate, FL 33063.

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**Article VI. Management**

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TALLAHASSEE, FLORIDA

- 8.01. The company shall be managed by its Manager.
- 8.02. The number of initial Managers is one (1).
- 8.03. The name and address of the person who shall serve as manager until the next annual meeting of the company's members following the filing of these articles or until a successor or successors are elected and qualified is:


Joseph V. Mondelli, Sr.  
5100 W. Copans Road, Suite 1010  
Margate, FL 33063

**Article VII. Authorized Representative as Organizer**

The name and address of the Company's authorized representative who is authorized to file these articles on behalf of the Company and respond to all inquiries related to these articles is C. William Curtis, III, 701 Market Street, Unit 109, St. Augustine, Florida 32095.

IN WITNESS WHEREOF, I have hereunto set my hand on Apr 29, 2009.

  
Joseph V. Mondelli, Sr., Member and Manager

  
C. William Curtis III, Authorized Representative

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

Under the provisions of F.S. 608.439, **JJM Holdings LLC**, a Florida limited liability company organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the company is: **JJM Holdings LLC**
2. The name and address of the registered agent and office is:

**Joseph V. Mondelli, Sr.  
5100 W. Copans Road, Suite 1010  
Margate, FL 33063**

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 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.

  
\_\_\_\_\_  
Joseph V. Mondelli, Sr.

Dated: \_\_\_\_\_

*April 27, 2009*

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**