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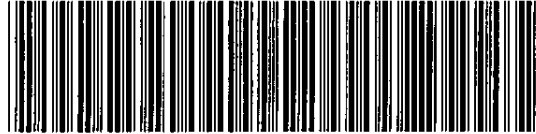
(Business Entity Name)

(Document Number)

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2009 MAY 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY - 1 2009
EXAMINER

**LAW OFFICES OF
CURTIS & ASSOCIATES, P.A.**

**ATTORNEYS AT LAW
701 MARKET STREET, UNIT 109
SAINT AUGUSTINE, FLORIDA 32095
WWW.CURTISFIRM.COM**

**C. WILLIAM CURTIS, III
JAIME COUNCIL**

**PHONE: (904) 819-6959
FAX: (904) 819-6936**

BILLCURTIS@CURTISFIRM.COM

May 7, 2009

Via Federal Express

Ms. Carolyn Lewis, Regulatory Specialist II
Registration/Qualification Section
Florida Department of State, Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

RE: Corporate Conversion/Name Conflict/Document #L05000084920

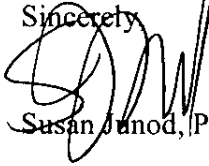
Dear Ms. Lewis:

Enclosed for filing please find the revised Certificate of Conversion and Articles of Organization for Parkland Holdings, Inc. conversion to United Parkland Holdings, LLC.

Also attached is a copy of your letter dated May 1, 2009, advising of the conflict.

If you have any questions, please call me. Thank you for your cooperation.

Sincerely,



Susan Junod, Paralegal

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2009

CURTIS & ASSOCIATES PA
ATTN: SUSAN JUNOD
701 MARKET STREET, UNIT 109
ST AUGUSTINE, FL 32095

SUBJECT: PARKLAND HOLDINGS, INC.
Ref. Number: P05000025816

We have received your document for PARKLAND HOLDINGS, INC. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L05000084920.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 009A00014765

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

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**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 Parkland Holdings, Inc. (the "Corporation") and is referenced by Document Number P05000025816.
2. The Corporation was first organized, formed or incorporated as a Florida corporation on February 10, 2005, 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 United Parkland 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.

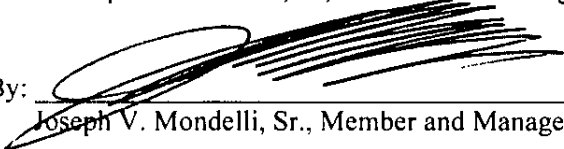
Signed 4.27., 2009

Parkland Holdings, Inc.

By: 
Joseph V. Mondelli, Jr., President

United Parkland Holdings LLC

By: 
Joseph V. Mondelli, Jr., Member and Manager

By: 
Joseph V. Mondelli, Sr., Member and Manager

**Articles of Organization of
United Parkland 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 February 10, 2005, referenced by Document Number P05000025816. 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 United Parkland 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, including, but not limited to, the owning and operating real estate and a real estate management business.

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, Jr.

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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TALLAHASSEE, FLORIDA

Article VI. Management

- 8.01. The company shall be managed by its Managers.
- 8.02. The number of initial Managers is two (2).
- 8.03. The name and address of the persons who shall serve as managers 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, Jr.
5100 W. Copans Road, Suite 1010
Margate, FL 33063

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 4.27.09, 2009.



Joseph V. Mondelli, Jr., Member and Manager



Joseph V. Mondelli, Sr., Member and Manager



C. William Curtis III, Authorized Representative

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.439, **United Parkland Holdings LLC**, 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: **United Parkland Holdings LLC**
2. The name and address of the registered agent and office is:

Joseph V. Mondelli, Jr.
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, Jr.

Dated: 4.27.09

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