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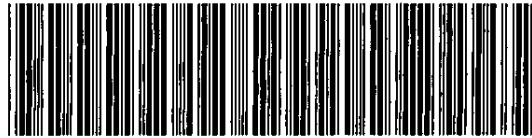
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TALLAHASSEE FLORIDA

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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

December 29, 2008

**Via Federal Express**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Certificate of Conversion

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion (the "***Certificate***") for DW Partnership (the "***Partnership***") converting the Partnership from a Florida general partnership to a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State in the amount of **\$150.00** for the required filing fees. Please send me confirmation once the Certificate has been filed.

Please contact me at (904) 356-2600, with any questions you may have.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Shubert', written over a horizontal line.

Stefan R. Shubert  
Paralegal

Enclosures

srs/206305

\* FLORIDA BAR BOARD CERTIFIED TAX LAW

+ FLORIDA BAR BOARD CERTIFIED

WILLS, TRUSTS & ESTATES LAW

° FLORIDA BAR BOARD CERTIFIED REAL ESTATE LAW

▲ ADMITTED IN NORTH CAROLINA ONLY



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2008

FISHER, TOUSEY, LEAS & BALL, ATTORNEYS AT LAW  
501 RIVERSIDE AVENUE  
SUITE 600  
JACKSONVILLE, FL 32202

SUBJECT: DWR, LLC  
Ref. Number: W08000057297

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

The converting Florida entity must be active on our records.

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.

I am enclosing the Conversion form and the Partnership Registration Statement.

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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 708A00062118

07/14/2009 18:05 FAX

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09 JUL 15 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

From: Fisher Tousey Leas & Ball

9043550233

**CERTIFICATE OF CONVERSION**

Pursuant to Section 608.439, Florida Statutes, DW Partnership, a Florida general partnership (the "Partnership"), hereby submits the attached Articles of Organization for DWR, LLC, a Florida limited liability company (the "Company"), and this Certificate of Conversion to convert the Partnership into a Florida limited liability company.

**FIRST:** The name of the Partnership immediately prior to filing this Certificate of Conversion was DW Partnership. *GP09-958*

**SECOND:** The date on which and the jurisdiction in which the Partnership was first created or otherwise came into being are:

A. Date: December 31, 1998

B. Jurisdiction: Florida

Immediately prior to filing this Certificate of Conversion, the Partnership was a Florida general partnership.

**THIRD:** The name of the limited liability company as set forth in the attached Articles of Organization is DWR, LLC.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

DW PARTNERSHIP,  
a Florida general partnership

By:   
David S. Roth, Partner

DWR, LLC,  
a Florida limited liability company

By:   
Neal M. Roth, Manager

**ARTICLES OF ORGANIZATION**

*of*

**DWR, LLC**

**FILED**

**09 JUL 15 AM 10:39**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the limited liability company shall be DWR, LLC (the "*Company*"). The mailing and street address of the principal address of the Company in Florida shall be 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

**ARTICLE II**

**PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are Neal M. Roth, 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

**ARTICLE IV**

**ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

## **ARTICLE V**

### **TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

## **ARTICLE VI**

### **MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the initial manager shall be:

Neal M. Roth  
10754-2 Scott Mill Road  
Jacksonville, Florida 32223

## **ARTICLE VII**

### **DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

**IN WITNESS WHEREOF**, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 7 day of DEC 2008.

  
\_\_\_\_\_  
David S. Roth

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

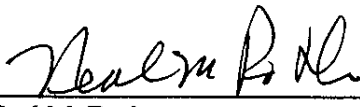
Pursuant to the provisions of the Florida Statutes, DWR, LLC, a Florida limited liability company (the "**Company**"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: DWR, LLC.
2. The name and address of the registered agent and office are Neal M. Roth, 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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, as provided for in the Florida Limited Liability Company Act.

DATED: This 9 day of December, 2008.

  
\_\_\_\_\_  
Neal M. Roth

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09 JUL 15 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA