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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

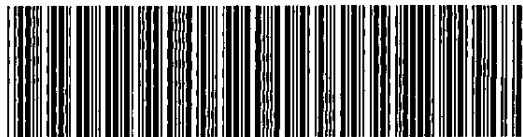
(Document Number)

Certified Copies _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

AUG 24 2009

EXAMINER

LAW OFFICES OF
ERIC M. SAUERBERG, P.A.
200 VILLAGE SQUARE CROSSING
SUITE 102
PALM BEACH GARDENS, FLORIDA 33410

TEL: (561) 776-0330
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ERIC M. SAUERBERG**
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ERIC@EMSATTORNEYS.COM

M. KRISTA BARTH*
*ADMITTED TO D.C., FLORIDA,
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August 18, 2009

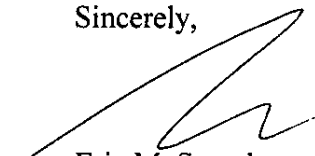
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed Certificate of Conversion and Florida Articles of Organization of Water Fountain Partners, LLC and along with a check in the amount of \$150 for the filing fees. Please file and return the documents to my office.

If you have any questions, please do not hesitate to call.

Sincerely,



Eric M. Sauerberg
EMS/mp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

WATER FOUNTAIN PARTNERS LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Colorado

(Enter state, or if a non-U.S. entity, the name of the country)

on November 27, 2006

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

WATER FOUNTAIN PARTNERS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 30 day of June 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Same
Printed Name: ARI CHANEY Title: MANAGER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Daniel Hoskins
Printed Name: DANIEL HOSKINS Title: MANAGER

Signature: Ari Chaney
Printed Name: ARI CHANEY Title: MANAGER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

WATER FOUNTAIN PARTNERS, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

137 Mystic Lane
Jupiter, FL 33458

Mailing Address:

137 Mystic Lane
Jupiter, FL 33458

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Ari Chaney
Name
137 Mystic Lane
Florida street address (P.O. Box **NOT** acceptable)
Jupiter FL 33458
City, State, and Zip

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TALLAHASSEE, FLORIDA

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 as provided for in

Chapter 608, F.S.

[Signature]
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

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TALLAHASSEE, FLORIDA

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Ari Chaney

137 Mystic Lane

Jupiter, Florida 33458

MGR

Daniel Hoskins

6320 Reserve Drive

Boulder, Colorado 80303

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

ARI CHANEY

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)