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(Requestor's Name)

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(Address)

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(Business Entity Name)

(Document Number)

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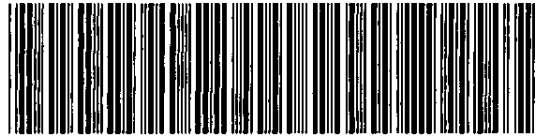
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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**FISHER &
SAUL'S P.A.**
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Established 1936

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REPLY TO:
P.O. BOX 387,
ST. PETERSBURG, FL 33731

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*Board Certified - Wills, Trusts and Estates
**Board Certified - Civil Trial
***Board Certified - Real Estate

August 21, 2009

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

Re: Certificate of Conversion
Tibbetts Family Limited Partnership into Tibbetts Family, LLC

Dear Sir or Madam:

Enclosed for filing with your office is a Certificate of Conversion for the above referenced entities together with Articles of Organization.

Also enclosed is our check in the amount of \$125.00 representing your filing fees for the above application.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

FISHER & SAULS, P.A.

Robert Kapusta, Jr.

/jb
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2009

ROBERT KAPUSTA JR.
P.O. BOX 387
ST. PETERSBURG, FL 33731

SUBJECT: TIBBETTS FAMILY, LLC
Ref. Number: W09000041072

We have received your document for TIBBETTS FAMILY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

There is a balance due of \$25.00.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 109A00030259

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED PARTNERSHIP
(the "Other Business Entity")
INTO A
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 Section 608.439, Florida Statutes.

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

TIBBETTS FAMILY LIMITED PARTNERSHIP

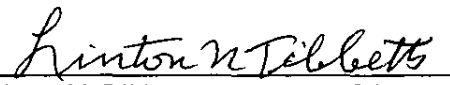
2. The Other Business Entity is a Florida Limited Partnership first organized under the laws of Florida on July 18, 1995.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

TIBBETTS FAMILY, LLC

4. This conversion is effective on the date of filing.

Signed this 8th day of September, 2009.

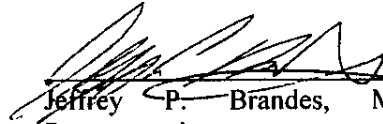
Signature of each General Partner listed in the Certificate of Limited Partnership:

 (SEAL)
Linton N. Tibbetts, as Trustee of the
Linton N. Tibbetts Amended Declaration
of Trust dated the 17th day of December
1990, as amended, sole General Partner

(see next page)

(signatures from previous page)

TIBBETTS FAMILY, LLC, a Florida
limited liability company


Jeffrey P. Brandes, Member/Authorized
Representative

(CORPORATE SEAL)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

TIBBETTS FAMILY, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following provisions as the Articles of Organization of TIBBETTS FAMILY, LLC, a Florida limited liability company (the "Company").

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is TIBBETTS FAMILY, LLC, and its principal office and mailing address is 695 31st Street South, St. Petersburg, Florida 33712.

ARTICLE 2: DURATION

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Organization is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 695 31st Street South, St. Petersburg, Florida 33712 and the name of the initial registered agent is Russel P. Brandes.

ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS

Upon approval of all the members, new members may be admitted.

ARTICLE 6: MEMBERS RIGHT TO CONTINUE BUSINESS

With the consent of all remaining members the remaining members of the Company shall have a right to continue the business of the Company on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(727) 822-2033

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TALLAHASSEE FLORIDA

ARTICLE 7: MANAGEMENT

Initially the Company is to be managed by two managers, who may or may not be members. The number of managers may be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the initial Managers are:

NAME

ADDRESS

Russel P. Brandes

695 31st Street South, St. Petersburg, Florida 33712

Juan B. Quesada

695 31st Street South, St. Petersburg, Florida 33712

ARTICLE 8: OPERATING AGREEMENT

The members shall unanimously adopt the initial operating agreement. The power to alter, amend or repeal the operating agreement or adopt a new operating agreement is vested in members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 8th day of September, 2009.



Jeffrey P. Brandes, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of TIBBETTS FAMILY, LLC, set forth above, 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.

Dated this 8th day of September, 2009.


Russel P. Brandes, Registered Agent