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#### **COVER LETTER**

TO: Registration Section Division of Corporations

Tallahassee, FL 32301

#### SUBJECT: CRUISIN COMMUNITY TRANSIT CONNECTION LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

WILLIAM T. COLEMA	N				
	(Contact Person)				
BRINKLEY MORGAN	ET AL				
	(Firm/Company)				
200 E. LAS OLAS BLV	'D., STE. 1900	·			
	(Address)				
FORT LAUDERDALE.	FL 33301				
_ <del></del>	City, State and Zip Code)	<del></del>			
For further informati	on concerning this ma	tter, please call:			
WILLIAM T. COLEMA	N	at ( 954 ) 522-2	2200		
		/ <del></del>	sytime Telephone Number)		
(Name of Conta	ict Person)	(Area Code and Da	lytime Telephone Number)		
Enclosed is a check i	for the following amou	int:			
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\$150.00 Filing Fees (\$25 for Conversion	\$155.00 Filing Fees and Certificate of	\$180.00 Filing Fees and Certified Copy	Certified Copy, and		
& \$125 for Articles	Status	and Certified Copy	Certificate of Status		
of Organization)	*				
or organization)					
STREET ADDRES	S:	MAILING A	ADDRESS:		
Registration Section		Registration Section			
Division of Corporat	ions	Division of Corporations			
Clifton Building		P. O. Box 6327			
2661 Executive Cent	er Circle	Tallahassee, FL 32314			

## CERTIFICATE OF CONVERSION FOR FLORIDA PROFIT CORPORATION INTO FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Cruisin Community Transit Connection, Inc., a Florida for profit corporation, into Cruisin Community Transit Connection, LLC, a Florida limited liability company, in accordance with § 608.439, Florida Statutes as follows:

- 1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is Cruisin Community Transit Connection, Inc.
- 2. Cruisin Community Transit Connection, Inc. is a for profit corporation first organized, formed or incorporated under the laws of the State of Florida on April 19, 2002.
- 3. The name of the Florida Limited Liability Company is Cruisin Community Transit Connection, LLC as set forth in the Articles of Organization attached to this Certificate.
- 4. Cruisin Community Transit Connection, LLC is a Florida Limited Liability Company organized and formed under the laws of the State of Florida and shall be effective on December <sup>4</sup>, 2009.
- 5. Richard A. Passero is the Manager of Cruisin Community Transit Connection, LLC and is authorized to sign and has signed this Certificate of Conversion on behalf of Cruisin Community Transit Connection, LLC.
- 6. Richard A. Passero is the President of Cruisin Community Transit Connection, Inc. and is authorized to sign and has signed this Certificate of Conversion on behalf of Cruisin Community Transit Connection, Inc.
- 7. Cruisin Community Transit Connection, Inc., a Florida Profit Corporation, has converted into Cruisin Community Transit Connection LLC, in compliance with applicable Florida Statutes, and the conversion complies with the applicable laws of the State of Florida.

- 8. The plan of conversion was approved by Cruisin Community Transit Connection, Inc. in accordance with applicable Florida Statutes.
- 9. The conversion is effective under the laws of the State of Florida on December 4, 2009.
- 10. The principal office of Cruisin Community Transit Connection, LLC is 901 Poinciana Drive, Pembroke Pines, FL 33025.

Cruisin Community Transit

Connection, Inc

Richard A. Passero, President

Cruisin Community Transit

Connection, LLC

Richard A. Passero, Manager

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### ARTICLES OF ORGANIZATION OF

Cruisin Community Transit Connection, LLC Under the Florida Limited Liability Company Act

### ARTICLE I NAME

The name of this limited liability company is "Cruisin Community Transit Connection, LLC" (the "Company").

### ARTICLE II MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 1311 SW 87<sup>th</sup> Way, Pembroke Pines, FL 33025.

### ARTICLE III REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is William T. Coleman, Attorney, Brinkley, Morgan, Solomon, Tatum, Stanley & Lunny, LLP, 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, FL 33301.

### ARTICLE IV MANAGEMENT

The Company is to be managed by one or more Managers unless otherwise provided for in an operating agreement to be adopted by the members of the Company.

### ARTICLE VI EFFECTIVE DATE

	The	effective	date of	of the	Company	shall	be	Decembe	er 4,	2009.
Fax Aı	ıdit#									

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization on the 1<sup>st</sup> day of December, 2009.

William T. Coleman

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Cruisin Community Transit Connection, LLC at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act 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.

Initial Registered Agent

Dated: December 1, 2009.

William T. Coleman