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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE TRANSPORTATION AUTHORITY 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. COLEMAN

(Contact Person)

BRINKLEY MORGAN ET AL

(Firm/Company)

200 E. LAS OLAS BLVD., STE. 1900

(Address)

FORT LAUDERDALE, FL 33301

(City, State and Zip Code)

For further information concerning this matter, please call:

WILLIAM T. COLEMAN

(Name of Contact Person)

at (954) 522-2200

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
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 The Transportation Authority, Inc., a Florida for profit corporation, into The Transportation Authority, 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 The Transportation Authority, Inc.
2. The Transportation Authority, Inc. is a for profit corporation first organized, formed or incorporated under the laws of the State of Florida on April 17, 2002.
3. The name of the Florida Limited Liability Company is The Transportation Authority, LLC as set forth in the Articles of Organization attached to this Certificate.
4. The Transportation Authority, LLC is a Florida Limited Liability Company organized and formed under the laws of the State of Florida and shall be effective on December 4 , 2009.
5. Richard A. Passero is the Manager of The Transportation Authority, LLC and is authorized to sign and has signed this Certificate of Conversion on behalf of The Transportation Authority, LLC.
6. Richard A. Passero is the President of The Transportation Authority, Inc. and is authorized to sign and has signed this Certificate of Conversion on behalf of The Transportation Authority, Inc.
7. The Transportation Authority, Inc., a Florida Profit Corporation, has converted into The Transportation Authority 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 The Transportation Authority, Inc. in accordance with applicable Florida Statutes.

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9. The conversion is effective under the laws of the State of Florida on December 4, 2009.
10. The principal office of The Transportation Authority, LLC is 901 Poinciana Drive, Pembroke Pines, FL 33025.

The Transportation Authority, Inc

By: Richard A. Passero
Richard A. Passero, President

**The Transportation Authority,
LLC**

By: Richard A. Passero
Richard A. Passero, Manager

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**ARTICLES OF ORGANIZATION
OF
The Transportation Authority, LLC
Under the Florida Limited Liability Company Act**

**ARTICLE I
NAME**

The name of this limited liability company is "The Transportation Authority, LLC" (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 1311 SW 87th 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.

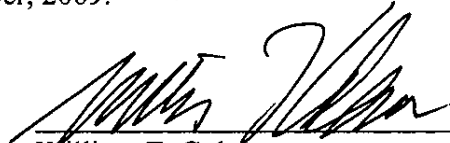
**ARTICLE VI
EFFECTIVE DATE**

The effective date of the Company shall be December 4, 2009.
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TALLAHASSEE FLORIDA

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

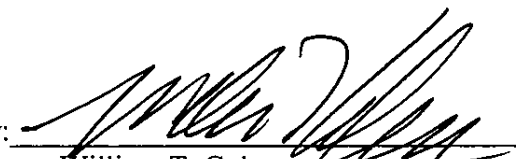

William T. Coleman

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for The Transportation Authority, 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.

By: 
William T. Coleman

Fax Audit # _____