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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

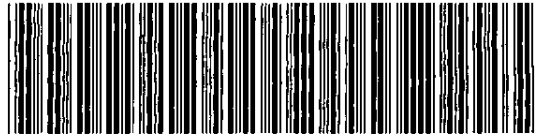
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/16/09--01031--021 **155.00

FILED
09 DEC 21 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 21 2009

CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

December 14, 2009

EXPEDITED SERVICES
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: McDERMOTT INVESTMENT ADVISORS, LLC

Ladies/Gentlemen:

Enclosed is a Certificate of Conversion with attached Articles of Organization for the above limited liability company. Also enclosed is our check for \$155.00 for the filing fee.

Please expedite the filing and return a Certificate of Status to us as soon as possible.

We thank you for your assistance.

Very truly yours,

M. BURR KEIM COMPANY



Robert Worthington

RW:jfw
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2009

M. BURR KEIM COMPANY
2021 ARCH STREET
PHILADELPHIA, PA 19103-1491

SUBJECT: MCDERMOTT INVESTMENT ADVISORS, LLC
Ref. Number: W09000054689

We have received your document for MCDERMOTT INVESTMENT ADVISORS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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
Regulatory Specialist II

Letter Number: 609A00038392

FILED

09 DEC 21 AM 8:58

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:

McDermott Investment Advisors, LLC

(Enter Name of Other Business Entity)

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

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

first organized, formed or incorporated under the laws of Pennsylvania

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

on 5/7/04

(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:

McDermott Investment Advisors, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 1/1/10

(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 10 day of December 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Dean P. McDermott Title: Managing member

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

Signature: [Signature]
Printed Name: Dean P. McDermott Title: Managing member

Signature: _____
Printed Name: _____ Title: _____

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 Stamps:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

McDermott Investment Advisors, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

11208 Suffield Street
Fort Myers, FL 33913

Mailing Address:

11208 Suffield Street
Fort Myers, FL 33913

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:

Dean P. McDermott

Name

11208 Suffield Street

Florida street address (P.O. Box **NOT** acceptable)

Fort Myers FL 33913

City, State, and Zip

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..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Dean P. McDermott

11208 Suffield Street

Fort Myers, FL 33913

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 1/1/10 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.)

Dean P. McDermott

Typed or printed name of signer

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)

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA