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DIVISION OF CORPORATIONS
09 DEC 22 AM 9:45

B. KOHR
DEC 23 2009
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 19, 2009

ALAN S. GLASSMAN
1245 COURT STREET
STE. 102
CLEARWATER, FL 33756

SUBJECT: C P I LIMITED, INC.
Ref. Number: P01000029032

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DIVISION OF CORPORATIONS
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We have received your document for C P I LIMITED, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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: 609A00036069

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES ***†
KENNETH J. CROTTY ***

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanBatesLawGroup.com

November 17, 2009
VIA UPS

Florida Department of State / Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF STATE
CORPORATIONS
09 DEC 22 AM 9:45

Re: C P I LIMITED, INC.

Dear Sirs/Madams:


Attached for filing please find a Certificate of Conversion and Articles of Organization whereby C P I LIMITED, INC., a Florida corporation, will convert into C P I LIMITED, L.L.C., a Florida limited liability company.

Also attached please find a check in the amount of \$150.00 made payable to the Department of State for filing fees.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

Please contact Tina Arvin of my office at ext. 241 if you have any questions on the above.

Best personal regards,


Alan S. Gassman

ASG:*tja
Enclosures
SASE

cc: Bill W. Mazas (w/ encl. via email bmazas@mac.com)
Michael Bollenback, CPA (w/ encl. via email mikeb@bollenback.com)

JAM\MAZAS\CPI Limited, L.L.C\Sec. of State. fa.wpd
7608-1

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

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December 17, 2009
VIA UPS

Florida Department of State / Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
09 DEC 22 AM 9:45

Dear Sirs/Madams:

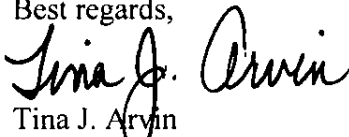
Pursuant to the attached correspondence of November 19, 2009, enclosed please find a revised Certificate of Conversion and Articles of Organization whereby C P I Limited, Inc. will convert into C P I Holdings, L.L.C.

As referenced in your correspondence, you are in receipt of our check in the amount of \$150.00 for filing fees and no additional funds are due with respect to this filing.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

Please contact Tina Arvin of my office at ext. 241 if you have any questions on the above.

Best regards,



Tina J. Arvin
Paralegal for Alan S. Gassman

:tja
Enclosures
SASE

cc: Bill W. Mazas (w/ encl. via email bmazas@mac.com)
Michael Bollenback, CPA (w/ encl. via email mikeb@bollenback.com)

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

FILED STATE
SECRETARY OF CORPORATIONS
09 DEC 22 AM 9:45

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:
C P I LIMITED, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(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 Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 19, 2001.
(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**:

C P I VENTURES, L.L.C.

(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 17 day of November 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Bill W. Mazas Title: Manager

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

Signature: [Signature]
Printed Name: Bill W. Mazas Title: President

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 Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: C P I VENTURES, L.L.C.

ARTICLE II - Address:

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

2551 Drew Street, Suite 301
Clearwater, FL 33765

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

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

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

Alan S. Gassman

Name

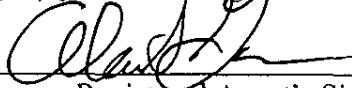
1245 Court Street, Suite 102

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

Clearwater, FL 33756

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 22 AM 9:45

Audit Fax No: _____

(An additional article must be added if an effective date is requested)

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.)



ALAN S. GASSMAN, ESQUIRE

J:\AMMAZAS\CPI Limited, L.L.C\Articles of Org.1b.wpd
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