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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DEC 22 2009

EXAMINER

**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

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CLEARWATER, FL 33756  
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December 18, 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs/Madams:

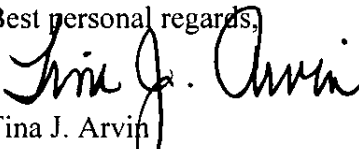
Attached for filing please find a Certificate of Conversion and Articles of Organization whereby BRIE INVESTMENT, INC., a Florida corporation, will convert into BRIE INVESTMENT, L.L.C., a Florida limited liability company.

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

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

Please contact me if you have any questions on the attached.

Best personal regards,

  
Tina J. Arvin  
Paralegal for Alan S. Gassman

:tja

Enclosures

cc: Charles Darrell Gooden (w/ encl.)  
Tom Poulos (w/ encl.)  
Michael Bollenback, CPA (w/ encl.)

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

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TALLAHASSEE, FLORIDA

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:  
BRIE INVESTMENT, INC. # P02000114309

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.  
(Enter entity type. Example: corporation, limited partnership, 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 10/23/2002.  
(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**:

BRIE INVESTMENT, 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 18<sup>th</sup> day of DECEMBER 2009.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: ALAN S. GASSMAN Title: AUTHORIZED REPRESENTATIVE

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

Signature: [Signature]  
Printed Name: Thomas Poulos Title: Director

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)

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is: BRIE INVESTMENT, L.L.C.

**ARTICLE II - Address:**

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

16868 Tristen Lane  
Gulf Shores, AL 36542

**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, Esq.

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 named 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

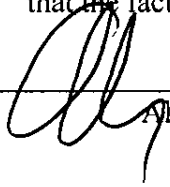
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Audit Fax No: \_\_\_\_\_

(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

J:\G\Gooden, Charles Darrell\Brie Investment, Inc. to LLC conversion (Dec. 2009)\Articles of Organization.1a.wpd  
\*tja 12/18/09

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