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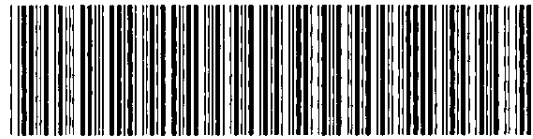
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

S. HAWKES

DEC 29 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 234838 4352702
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 185.00

ORDER DATE : December 29, 2009
ORDER TIME : 12:53 PM
ORDER NO. : 234838-020
CUSTOMER NO: 4352702

CONVERSION TO 'LLC'

NAME: PL DEVELOPMENT-D, INC.

EFFECTIVE DATE: 12/31/09

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

18500

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
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 F.S. § 608.439.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **PL DEVELOPMENT-D, INC.** (the "Converting Entity").
2. The Converting Entity is a **Florida Corporation** first formed under the laws of the state of **Florida** on **June 3, 2004**, **Document No. P04000087268**, and the jurisdiction has not been changed.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **PL DEVELOPMENT D, LLC** (the "Converted Entity").
4. The Converting Entity is being converted into a Florida limited liability company in compliance with Chapter 607 and Chapter 608, Florida Statutes.
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 607, Florida Statutes.
6. The Converted Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Chapter 607, Florida Statutes.
7. The effective date of Conversion to a Florida Limited Liability Company is December 31, 2009, at 11:59 p.m.

In witness whereof, the undersigned have executed this Certificate of Conversion as of the 28th day of December 2009.

PL DEVELOPMENT-D, INC.,
a Florida corporation

By: Robert A. Morris, Jr.
Robert A. Morris, Jr.
Its President

PL DEVELOPMENT D, LLC,
a Florida limited liability company

By: Robert A. Morris, Jr.
Robert A. Morris, Jr.
Its President

**ARTICLES OF ORGANIZATION
OF
PL DEVELOPMENT D, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. 608.407.

1. **Name.** The name of the Company is:

PL DEVELOPMENT D, LLC

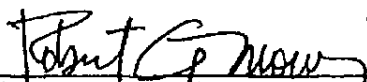
2. **Mailing Address and Street Address of Principal Office.** The mailing address and the street address of the principal office of the Company is 3665 Bee Ridge Road, Suite 310, Sarasota, FL 34233.

3. **Name and Street Address of Initial Registered Agent.** The name and street address of the Company's initial registered agent is Dora Maria Thomas, 3665 Bee Ridge Road, Suite 310, Sarasota, FL 34233.

4. **Existence.** In accordance with F.S. § 608, the Company's existence shall begin effective December 31, 2009.

5. **Amendment.** These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 28th day of December 2009 (the "Execution Date").

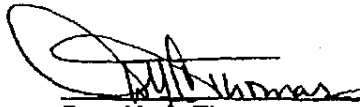


Robert A. Morris, Jr.
Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


Dora Maria Thomas

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TALLAHASSEE, FLORIDA