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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JAN 4 2010

EXAMINER

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IN REPLY REFER TO:

Clearwater

December 28, 2009

VIA FEDERAL EXPRESS

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

Re: Conversion of Shirley Investment Properties, Inc.
to Shirley Investment Properties, LLC

Dear Sir/Madam:

Enclosed please find a Certificate of Conversion for Shirley Investment Properties, Inc., a Florida corporation, to convert to Shirley Investment Properties, LLC, a Florida limited liability company, along with Articles of Organization for Shirley Investment Properties, LLC. Also enclosed is a check in the amount of \$150.00 for the filing fee for this conversion.

Please process this conversion filing and return a confirmation of this conversion to our office in the enclosed return envelope.

If you have any questions, or need any further information to process this conversion, please do not hesitate to contact me at 727-444-1406.

Very truly yours,



J. Paul Raymond

JPR
Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
SHIRLEY INVESTMENT PROPERTIES, INC.
INTO
SHIRLEY INVESTMENT PROPERTIES, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the Florida Corporation immediately prior to the filing of this Certificate of Conversion is **Shirley Investment Properties, Inc.** *P99000090290*
2. The entity to be converted is a corporation and was first organized, formed and incorporation under the laws of Florida on October 13, 1999.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Shirley Investment properties, LLC.**
4. This Certificate of Conversion shall be effective December 31, 2009.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion this 25th day of December, 2009.

SHIRLEY INVESTMENT PROPERTIES, INC.

By: *William B. Shirley*
William B. Shirley, President

SHIRLEY INVESTMENT PROPERTIES, LLC

By: *J. Paul Raymond*
J. Paul Raymond
Authorized Representative

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/09

**ARTICLES OF ORGANIZATION
OF
SHIRLEY INVESTMENT PROPERTIES, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be SHIRLEY INVESTMENT PROPERTIES, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

253 14th Street N.W.
Largo, Florida 33770

ARTICLE III

Period of Duration

The limited liability company shall begin existence on December 31, 2009, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful businesses for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is:

625 Court Street, Suite 200
Clearwater, Florida 33756

The initial registered agent at such address is J. Paul Raymond. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida

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TALLAHASSEE, FLORIDA

Statutes. J. Paul Raymond is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI
Management

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a board of managers. The names and addresses of the initial managers are:

William B. Shirley
253 14th Street N.W.
Largo, Florida 33770

Jody Shirley
253 14th Street N.W.
Largo, Florida 33770

ARTICLE VII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members.

ARTICLE VIII
Operating Agreement

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE IX
Effective Date

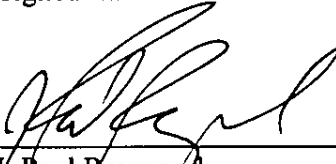
These Articles of Organization shall be effective December 31, 2009.

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TALLAHASSEE, FLORIDA

ARTICLE X
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of **SHIRLEY INVESTMENT PROPERTIES, LLC**.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23rd day of December, 2009.



J. Paul Raymond
Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **SHIRLEY INVESTMENT PROPERTIES, LLC**
2. The name and address of the registered agent and office is:

**J. Paul Raymond
625 Court Street , Suite 200
Clearwater, Florida 33756**

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, Florida Statutes.

Dated this 13th day of December, 2009.



J. Paul Raymond, Registered Agent

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