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JAN 29 2010

EXAMINER

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10 JAN 29 PM 2:29
SECRETARY OF STATE
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 268434 4352702
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~150.00~~

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ORDER DATE : January 29, 2010

150.00

ORDER TIME : 11:48 AM

ORDER NO. : 268434-005

CUSTOMER NO: 4352702

EFFECTIVE DATE 1/31/2010

DOMESTIC AMENDMENT FILING

NAME: VICTORIA BAY, INC

EFFECTIVE DATE:

XX___ CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: _____

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**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 F.S. § 608.439.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **VICTORIA BAY, INC.** (the "Converting Entity").
2. The "Converting Entity" is a **Florida Corporation** first formed under the laws of the state of **Florida** on **September 24, 2004**, Document No. **P04000133883**, 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: **VICTORIA BAY, LLC** (the "Converted Entity").
4. The Converting Entity has been 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 **January 31, 2010**.

In witness whereof, the undersigned have executed this Certificate of Conversion as of the 28 day of January 2010.

VICTORIA BAY, INC.,
a Florida corporation

VICTORIA BAY, LLC,
a Florida limited liability company

By: Kenneth C. Cox

Kenneth C. Cox
Its President

By: Kenneth C. Cox

Kenneth C. Cox
Its Manager

EFFECTIVE DATE 1/31/2010

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ARTICLES OF ORGANIZATION
OF
VICTORIA BAY, LLC

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: VICTORIA BAY, LLC
2. Mailing Address and Street Address of Principal Office. The mailing address of and the street address of the principal office of the Company is c/o Patrick Ryskamp, 200 South Orange Avenue, Sarasota, Florida 34236.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Cross Street Corporate Services, LLC, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Existence. In accordance with F.S. § 608, the Company's existence shall begin effective at the date of the formation of the Converting Entity, which is June 13, 1996. The Conversion will be effective on January 31, 2010.
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 28 day of January 2010 (the "Execution Date").


Kenneth C. Cox
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.

CROSS STREET CORPORATE SERVICES, LLC,
a Florida limited liability company

By: _____


E. John Wagner, II
As its Vice President