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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 11 AM 11:22

T. HAMPTON
MAY 12 2010
EXAMINER

SPARLER & SPARLER, P.A.
ATTORNEYS AT LAW

Howard J. Sparler, II
Sylvia Alarcon Sparler

4200 SOUTH DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33405

(561) 655-9400

VIA FEDERAL EXPRESS

May 10, 2010

Registration Section
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SMS INVESTMENT, L.L.P. CONVERSION INTO AN L.L.C.
SMS INVESTMENTS OF PALM BEACH, L.L.C.

Dear Sir/Madame:

Enclosed please find the following:

1. Certificate of Conversion for Other Business Entity into a Florida Limited Liability Company.
2. Articles of Organization
3. Our check in the amount of \$180.00 to cover the filing fee of the above, and a certified copy.

Please note we PREMATURELY filed the Articles of Organization for SMS Investments of Palm Beach, L.L.C., and we are now seeking the conversion.

If you have any questions regarding the above-referenced matter, please CALL ME COLLECT, in order to avoid any DELAY in the processing of the conversion.

Very truly yours,


SYLVIA ALARCON SPARLER

SAS\ra

Enclosures

**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 S. 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **SMS INVESTMENT , L.L.P.**
Liability
2. The "Other Business Entity" is a Florida Limited Partnership, first organized, formed or incorporated under the laws of the State of Florida, on January 19, 2005.
3. The jurisdiction of the "Other Business Entity" was not changed, and continues to be the State of Florida.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **SMS Investments of Palm Beach, L.L.C.**, a Florida Limited Liability Company.
5. This conversion was effective upon the date of filing.

PLEASE SEE SIGNATURES ON THE FOLLOWING PAGE.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 AM 11:52

SIGNATURE OF MEMBER OF LIMITED LIABILITY COMPANY:


LYNN MOORHOUSE- MANAGING MEMBER
of SMS INVESTMENTS OF PALM BEACH, L.L.C.

05/10/2010
Dated

SIGNATURE OF EACH GENERAL PARTNER LISTED IN CERTIFICATE OF LIMITED
PARTNERSHIP:


LYNN MOORHOUSE- PARTNER OF
SMS INVESTMENT, L.L.P.

05/10/2010
Dated

PLEASE SEE SIGNATURE OF THE OTHER PARTNER IN THE FOLLOWING PAGE.

Liability

SIGNATURE OF PARTNER OF LIMITED PARTNERSHIP:

PARTNER OF SMS INVESTMENT, L.L.P.:
CAP 3472, LLC.

BY: 
CARRAN SCHNEIDER, Managing Member of
CAP 3472, LLC

STATE OF GEORGIA
COUNTY OF FULTON)

BEFORE ME, a Notary Public, personally appeared, **CARRAN SCHNEIDER**, as
Managing Member of CAP 3472, LLC, to me known to be the person described or () who
presented the following form of identification _____, a Partner of SMS
INVESTMENT, L.L.P., and who executed the foregoing Certificate of Conversion.

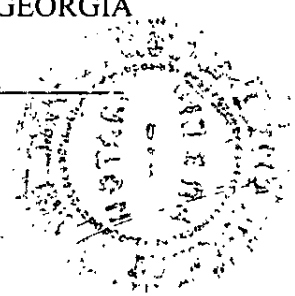
WITNESS my hand and official seal at Atlanta, Georgia this 7 day of May, 2010.


NOTARY PUBLIC, STATE OF GEORGIA

My Commission Expires:

Ann Mann
Printed Notary Public Name

Notary Public, Gwinnett County, GA
My Commission Expires June 1, 2010



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 AM 11:42

SMS INVESTMENTS OF PALM BEACH, L.L.C.
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provision of the Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is SMS INVESTMENTS OF PALM BEACH, L.L.C., a Florida Limited Liability Company.

ARTICLE II - DURATION

The Limited Liability Company shall commence its existence on the date of filing these Articles of Organization, and its duration shall be perpetual, subject to the Company's Operating Agreement.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to buy or otherwise acquire, own, hold, sell, lease, manage and/or control real and personal property, including stocks, membership or partnership interest; to sell and convey, mortgage, pledge, lease, or otherwise dispose of such property or any part thereof, as well as to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business for the Limited Liability Company is:

3472 Forest Hill Blvd., Ste 2-D, Palm Springs, FL 33406

These articles were prepared by:
Sparler & Sparler, P.A.
4200 S. Dixie Highway, West Palm Beach, FL 33405

SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 MAY 11 AM 11:42

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business for the Limited Liability Company is:

3472 Forest Hill Blvd., Ste 2-D, Palm Springs, FL 33406

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

LYNN MOORHOUSE
3472 Forest Hill Blvd, Suite 2-D, Palm Springs, FL 33406

ARTICLE VI - MANAGEMENT

The Limited Liability Company is to be managed by the Managing Member. The name and address of the initial Managing Member is:

Lynn Moorhouse, 3472 Forest Hill Blvd., Ste 2-D, Palm Springs, FL 33406

ARTICLE VII - MEMBERS

The name and address of the initial Members are as follows:

Lynn Moorhouse, 3472 Forest Hill Blvd., Ste 2-D, Palm Springs, FL 33406

CAP 3472, LLC, 510 Whitney Avenue, Suite A-8, Lantana, FL 33462

ARTICLE VIII - CONFLICT OF INTEREST

No contract between this company and another company or another individual shall be invalidated by reason of the fact that the one or more of the members or managing members of this company are members or managing members of the said other company, or by reason of the fact that one or more of the members or managing members of this company may be the other individual or individuals contracting with this company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 AM 11:52

THESE ARTICLES OF ORGANIZATION WERE EXECUTED THIS 10 day
of May, 2010


Lynn Moorhouse- Member

05/10/2010
Dated

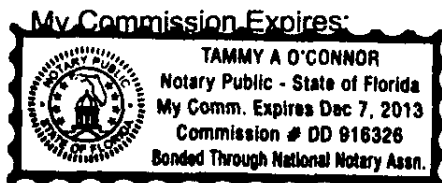
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, **Lynn Moorhouse** (X) to me
known to be the person described or () who presented the following form of
identification _____, as Member and who executed the
foregoing Articles of Organization, and acknowledged before me that she subscribed to
these Articles.

WITNESS my hand and official seal at West Palm Beach, Florida this 10
_____ day of May, 2010.


NOTARY PUBLIC, STATE OF FLORIDA

Tammy A O'Connor
Printed Notary Public Name



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 AM 11:42

THESE ARTICLES OF ORGANIZATION WERE EXECUTED THIS 7 day
of May, 2010

CAP 3472, LLC.

BY: [Signature]
CARRAN SCHNEIDER, Managing Member of
CAP 3472, LLC

Dated 5/7/10

STATE OF GEORGIA)
COUNTY OF FULTON)

BEFORE ME, a Notary Public, personally appeared, **CARRAN SCHNEIDER**, as
Managing Member of CAP 3472, LLC. (X) to me known to be the person described or (
) who presented the following form of identification _____, as
Member and who executed the foregoing Articles of Organization, and acknowledged
before me that she subscribed to these Articles.

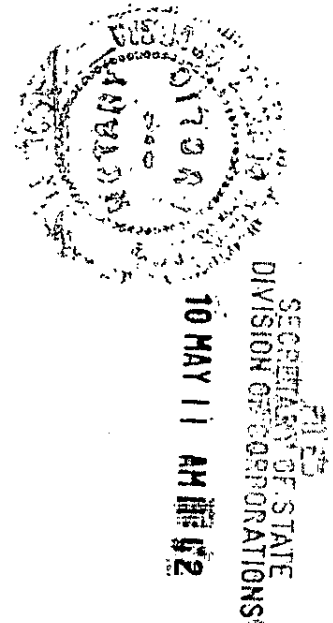
WITNESS my hand and official seal at Atlanta, Georgia this 7 day of May,
2010.

[Signature]
NOTARY PUBLIC, STATE OF GEORGIA

My Commission Expires:

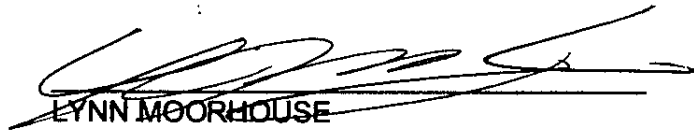
Ann Mann
Printed Notary Public Name

Notary Public, Gwinnett County, GA
My Commission Expires June 1, 2010



ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for SMS INVESTMENTS OF PALM BEACH, L.L.C., a Florida Limited Liability Company, I hereby accept the appointment as registered agent. I am familiar with and agree to accept the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.


LYNN MOORHOUSE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 AM 11:42