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C. LEWIS

MAY 27 2010

EXAMINER

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eznicsek • fraser • hastings • white • shaffer
attorneys

4230 pablo professional court • suite 200 • jacksonville, florida 32224
904.567.1060 • f 904.567.1065 • www.rfblaw.com

May 25, 2010

Via Federal Express

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

Re: Hunter & Joshua Financial Group, LLC

Dear Sir/Madam:

Enclosed for filing is a Certificate of Conversion to convert Hunter & Joshua Financial Group, LLC, a Delaware limited liability company to a Florida limited liability company and Articles of Organization for Hunter & Joshua Financial Group, LLC. Also enclosed is my firm's check in the amount of \$150.00 for the filing fee.

Please file the Certificate and Articles accordingly and return a filed copy of same to my attention. If you have any questions or concerns, please do not hesitate to call me at (904) 567-1177.

Sincerely,



Donna Ciancutti
Paralegal

Encls.

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: Hunter & Joshua Financial Group, LLC. *MO 600000 4795*
2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of Delaware on August 25, 2006.
3. The name of the Florida Limited Liability Company as forth in the attached Articles of Organization is: Hunter & Joshua Financial Group, LLC.
4. The effective date shall be the date of filing the Certificate of Conversion.

Effective this 30 day of April, 2010.

Hunter & Joshua Financial Group, LLC
a Delaware Limited Liability Company

By: _____

W. Sherman Turnage
W. Sherman Turnage, Manager

Hunter & Joshua Financial Group, LLC
a Florida Limited Liability Company

By: _____

W. Sherman Turnage
W. Sherman Turnage, Manager

ARTICLES OF ORGANIZATION

OF

HUNTER & JOSHUA FINANCIAL GROUP, LLC

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TALLAHASSEE, FLORIDA

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of the limited liability company (the "Company") is Hunter & Joshua Financial Group, LLC.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing and street address of the principal office of the Company shall be 100 Whetstone Place, Suite 310, St. Augustine, Florida 32086.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The initial registered office of the Company shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224, and its initial registered agent at such office shall be Reznicek, Fraser, Hastings, White & Shaffer, P.A.

ARTICLE V
MANAGEMENT OF THE COMPANY

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The name and street address of the initial Manager of this Company is:

Name


Address

W. Sherman Turnage, M.D.

100 Whetstone Place, Suite 310
St. Augustine, Florida 32086

IN WITNESS WHEREOF, the undersigned members of the Company have executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 18th day of May, 2010.



W. Sherman Turnage, M.D., Manager


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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Hunter & Joshua Financial Group, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Reznicek, Fraser, Hastings, White & Shaffer, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.

Dated this 18th day of May, 2010.



W. Sherman Turnage, M.D., Manager

Having been named as registered agent to accept service of process for the above stated limited-liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 19th day of May, 2010.

Reznicek, Fraser, Hastings, White & Shaffer, P.A.,
Registered Agent

By: 

Rick M. Reznicek

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