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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**JONATHAN B. ALPER**

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August 31, 2010

Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Centre Properties and Development Co., Inc. (Certificate of Conversion)  
Centre Properties and Development Co., LLC (Articles of Organization)


To Whom It May Concern:

Enclosed are the following:

1. Certificate of Conversion (Centre Properties and Development Co., Inc. to Centre Properties and Development Co., LLC);
2. Articles of Organization (Centre Properties and Development Co., LLC);
3. Check #4618 i/a/o \$150 (\$25 for Certificate of Conversion and \$125 for Articles of Organization).

Please return all correspondence in this matter to Jonathan B. Alper, PLC, 274 Kipling Court, Heathrow, FL 32746 (US Mail) or to [jroyal@alperl原因.com](mailto:jroyal@alperl原因.com) (e-mail).

Sincerely,

  
Jankit Royal, F.R.P.  
Paralegal

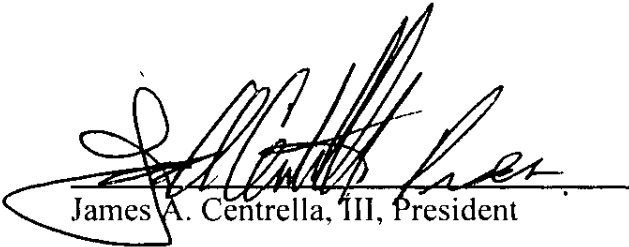
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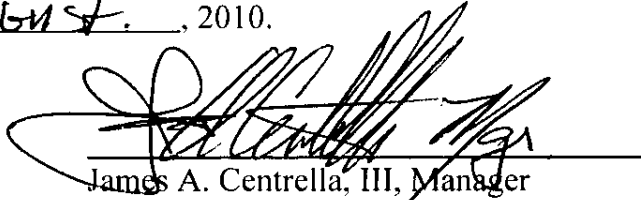
**CERTIFICATE OF CONVERSION  
FOR  
CENTRE PROPERTIES AND DEVELOPMENT CO., INC.  
INTO  
CENTRE PROPERTIES AND DEVELOPMENT CO., LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Centre Properties and Development Co., Inc. into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Centre Properties and Development Co., Inc., Article No. G04646.
2. The Corporation is a corporation first organized, formed, or incorporated under the laws of Florida on September 28, 1982.
3. The name of the Florida limited liability company as forth in the attached Articles of Organization is CENTRE PROPERTIES AND DEVELOPMENT CO., LLC.
4. The conversion is effective on the date of filing.

Signed this 23<sup>rd</sup> day of August, 2010.

  
James A. Centrella, III, President

  
James A. Centrella, III, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is **CENTRE PROPERTIES AND DEVELOPMENT CO., LLC**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 231 South Forest Avenue, Apopka, Florida 32703 and the street address is Post Office Box 513, Plymouth, Florida 32768.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to conduct any and all lawful business.

ARTICLE IV - MANAGEMENT

The name and address of the managing member is:

James A. Centrella, III  
231 S. Forest Avenue  
Apopka, FL 32703

ARTICLE V - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

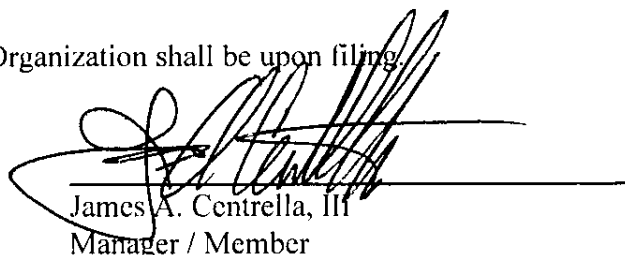
No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE VI - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.

ARTICLE VI - EFFECTIVE DATE

The effective date of these Articles of Organization shall be upon filing.

  
James A. Centrella, III  
Manager / Member

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

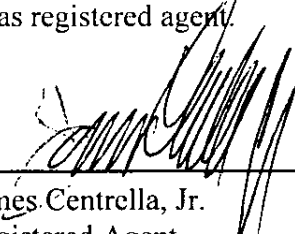
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **CENTRE PROPERTIES AND DEVELOPMENT CO., LLC**

2. The name and the Florida street address of the registered agent is:

James Centrella, Jr.  
231 S. Forest Avenue  
Apopka, FL 32703

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.

  
\_\_\_\_\_  
James Centrella, Jr.  
Registered Agent