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(Business Entity Name)

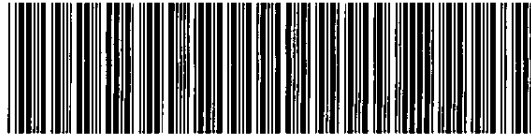
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FILED
10 SEP 20 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

SEP 21 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: P & W INVESTMENT MANAGEMENT, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Lisa Cabrera, Corporate Paralegal

(Contact Person)

Vandeventer Black LLP

(Firm/Company)

101 W. Main St., 500 World Trade Center

(Address)

Norfolk VA 23510

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lisa Cabrera at (757) 446-8544

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
10 SEP 20 AM 8:05
STATE OF FLORIDA
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:

P & W INVESTMENTS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of VIRGINIA

(Enter state, or if a non-U.S. entity, the name of the country)

on APRIL 10, 2001

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

P & W INVESTMENT MANAGEMENT, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 15 day of SEPTEMBER 20¹⁰

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____

Printed Name: RANDY SHAPIRO

Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: RANDY SHAPIRO

Title: Authorized Representative

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
10 SEP 20 AM 8:05
STATE OF FLORIDA
CLERK OF THE COURT

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

P & W INVESTMENT MANAGEMENT, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

17380 DUNEDEN COURT

BOCA RATON, FL 33496

Mailing Address:

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

S & S Management Enterprises, Inc.

Name

17380 DUNEDEN COURT

Florida street address (P.O. Box NOT acceptable)

BOCA RATON

FL 33496

City, State, and Zip

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, F.S..


Registered Agent's Signature (REQUIRED)

By: Randy Shapiro, President
(CONTINUED)

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10 SEP 20 AM 8:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Gardner Management Consulting, LLC

17380 DUNEDEN COURT

BOCA RATON, FL 33496

FILED
10 SEP 20 AM 8:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

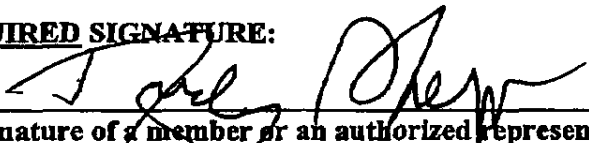
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Randy Shapiro, Authorized Representative

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)