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DIVISION OF CORPORATION
10 DEC 10 PM 2:42

N. Gulligan DEC 10 2010

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December 7, 2010

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

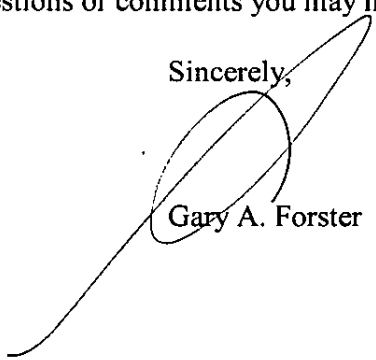
Re: RM Building Corp (the "Corporation")
Our File No. 1933-8

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to RM Building, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,



Gary A. Forster

GAF/st
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RM BUILDING, 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:

Stephanie Terrill, Paralegal

(Contact Person)

Pohl & Short, P.A.

(Firm/Company)

280 W. Canton Ave., Ste. 410

(Address)

Winter Park, FL 32789

(City, State and Zip Code)

al@ruggieromartinez.com

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

For further information concerning this matter, please call:

Stephanie Terrill

(Name of Contact Person)

at (407)

647-7645

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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
RM BUILDING CORP.**

**TO
RM BUILDING, LLC**

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. RM Building Corp. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 1640 Lee Road, Winter Park, FL 32789.

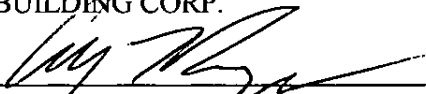
5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is RM Building Corp., incorporated under the laws of the State of Florida on August 13, 1998.

6. The name of the LLC, as set forth in the attached Articles of Organization is RM Building, LLC.


7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.


DATED this 6 day of December, 2010.


RM BUILDING CORP.

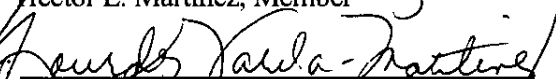
By: 
Alfred J. Ruggiero, President

RM BUILDING, LLC

By: 
Alfred J. Ruggiero, Member

By: 
Jocelyn C. Ruggiero, Member

By: 
Hector L. Martinez, Member

By: 
Lourdes Varela Martinez, Member

**ARTICLES OF ORGANIZATION FOR
RM BUILDING, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I
NAME**

The name of the Limited Liability Company is RM BUILDING, LLC.

**ARTICLE II
ADDRESS**

The mailing address of the Limited Liability Company is 1640 Lee Road, Winter Park, FL 32789, and the street address of the principal office of the Limited Liability Company is 1640 Lee Road, Winter Park, FL 32789.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its members. The names, addresses and membership interests of such members are:

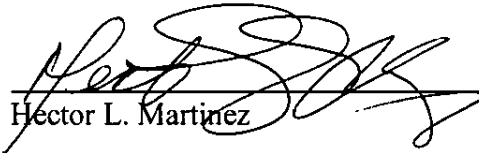
Alfred J. Ruggiero and Jocelyn C. Ruggiero, TBEWROS
1640 Lee Road
Winter Park, FL 32789
50% Membership Interest

Hector L. Martinez and Lourdes Varela Martinez,
TBEWROS
1640 Lee Road
Winter Park, FL 32789
50% Membership Interest

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 1640 Lee Road, Winter Park, FL 32789, and the initial Registered Agent at such address is Hector L. Martinez.

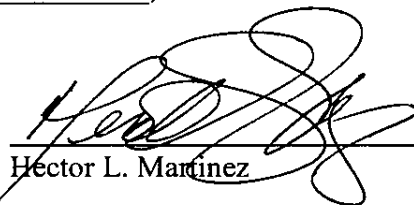
IN WITNESS WHEREOF, the undersigned member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 6 day of December, 2010.


Hector L. Martinez

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 6 day of December, 2010.


Hector L. Martinez

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