

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Brook Hill Group, 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:

Lara Kleinheinz
(Contact Person)

Business Filings Incorporated
(Firm/Company)

8040 Excelsior Dr Suite 200
(Address)

Madison WI 53717
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Lara Kleinheinz at (608) 827-5300 ext 225
(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

FILED
 11 JAN -4 PM 1:19
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

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:

The Brook Hill Group, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation 905000074222
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/20/2005
(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**:

The Brook Hill Group, 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.)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Signed this 27 day of December 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: *Sylvia Weldon*
Printed Name: Sylvia Weldon Title: Manager

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

Signature: *Sylvia Weldon*
Printed Name: Sylvia Weldon Title: President

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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
The Brook Hill Group, LLC**

ARTICLE I NAME

The name of the limited liability company shall be: The Brook Hill Group, LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 8300 Shaw Rd, Brooksville, FL 34602.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

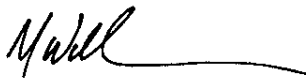
The name and address of the initial registered agent is: Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, FL 32301-2960. Located in the County of Leon.

ARTICLE IV DURATION

The duration for the limited liability company shall be: Perpetual.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Managers and the names and addresses of the managers of the Limited Liability Company are:
Sylvia Weldon, 8300 Shaw Rd, Brooksville, Florida 34602



Date: 12/21/2010

Business Filings Incorporated, Organizer
Mark Williams, A.V.P.
Authorized Representative

Prepared by Mark Williams, Business Filings Incorporated, 8040 Excelsior Dr., Suite 200, Madison, WI 53717
800-981-7183

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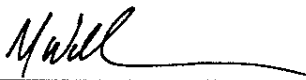
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: The Brook Hill Group, LLC

The name and address of the registered agent and office is Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, FL 32301-2960. Located in the County of Leon.

Having been named as registered agent and to accept service of process for the above stated 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.

Signature: 
Mark Williams, A.V.P., Business Filings Incorporated

Date: 12/21/2010

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