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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

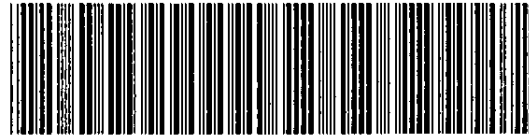
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

FEB 22 2011

EXAMINER

EFFECTIVE DATE 01/28/11

MM **MUNSON, VINING, MIDYETTE & GEARY, LLP**
ATTORNEYS AT LAW

Peter J. Munson
C. Geoffrey Vining
William M. Midyette, III
Joseph Anthony Geary

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February 18, 2011

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Law Office of Ruster & Hoppe, P.A. – Certificate of Conversion to The Law
Office of Ruster & Hoppe, P.L.

Dear Sir/Madam:

Pursuant to your letter of January 31, 2011 (copy enclosed), I am resubmitting the conversion documents for the professional corporation above revising paragraph 5 of the Certificate of Conversion in connection with the effective date of the conversion. The Certificate will now reflect the effective date as being January 28, 2011, the date received by the State pursuant to the State's letter as referenced above.

If you need any additional information, or if the documents enclosed require any additional corrections, please let me know.

Sincerely,

MUNSON, VINING, MIDYETTE & GEARY, LLP

By:


William M. Midyette, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures (as stated)

Cc: The Law Office of Ruster & Hoppe, P.L. (w/ enclosures)

WMM/dtl



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2011

THE LAW OFFICE OF RUSTER & HOPPE, P.A.
1611 HARDEN BLVD
LAKELAND, FL 33801

SUBJECT: THE LAW OFFICE OF RUSTER & HOPPE, P.A.
Ref. Number: W11000005739

We have received your document for THE LAW OFFICE OF RUSTER & HOPPE, P.A. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

The effective date cannot be prior to 01/28/11, the date received by this office.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 511A00002521

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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", a Professional Association, into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes, specifically, to convert it to a Professional Limited Liability Company or P. L. pursuant to Chapter 621, Fla.Stat.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: The Law Office of Rustler & Hoppe, P.A.

2. The "Other Business Entity" is a Professional Association for organized, formed or incorporated under the laws of Florida on February 6, 2009.

3. There has been no change to the jurisdiction of the "Other Business Entity."

4. The name of the Florida Professional Limited Liability Company as set forth in the attached Articles of Organization is: The Law Office of Rustler & Hoppe, P.L.

5. The effective date for this conversion will be January 28, 2011.

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439, Florida Statutes, in effecting this conversion, as the same is governed by Chapter 621, Florida States.

7. The "Other Business Entity", the P.A., currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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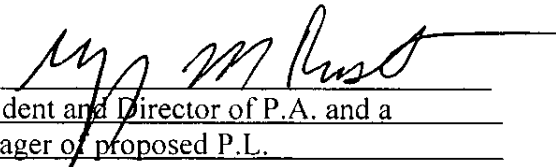
EFFECTIVE DATE 01/28/11

Signed this 18th day of January, 2011.

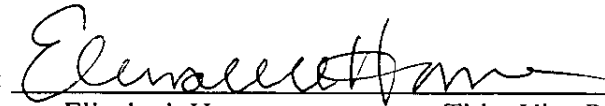
Signature of Member or Authorized Representative of Limited Liability Company

(Professional Limited Liability Company):

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Fla.Stat.

Signature of Member or Authorized Representative: 
Printed Name: Gregory M. Ruster Title: President and Director of P.A. and a
Manager of proposed P.L.

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Fla.Stat.

Signature: 
Printed Name: Elizabeth Hoppe Title: Vice President and Director of P.A.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

THE LAW OFFICE OF RUSTER & HOPPE, P.L.

The undersigned, for the purpose of forming a Professional Limited Liability Company under Chapter 621, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the Professional Limited Liability Company shall be The Law Office of Ruster & Hoppe, P.L.

ARTICLE II – DURATION

The Professional Limited Liability Company shall have perpetual duration.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the street address of the Company in Florida shall be 625 Commerce Drive, Suite 201, Lakeland, Florida 33813.

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ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in and to transact any lawful business for which a Professional Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Professional Limited Liability Company under the laws of the State of Florida. The Company intends to also participate in the practice of professional law.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Professional Limited Liability Company in the State of Florida is Gregory M. Ruster, Esq., 625 Commerce Drive, Suite 201, Lakeland, Florida 33813.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may agree upon as provided in the Operating Agreement of the Company to be hereafter adopted by the Members of the Professional Limited Liability Company (the “Operating Agreement”).

ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed Professional Limited Liability Company. The signature of a Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the members as provided in the Operating Agreement. The name and address of each Manager is as follows:

Gregory M. Ruster, Esq. 625 Commerce Drive, Suite 201, Lakeland, Florida 33813

ARTICLE VIII – OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Member(s) of the Company.

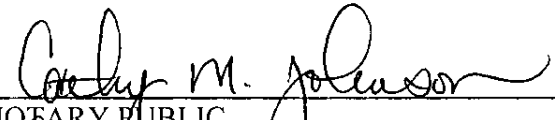
IN WITNESS WHEREOF, I have executed these Articles of Organization on this 18th
day of January, 2011.

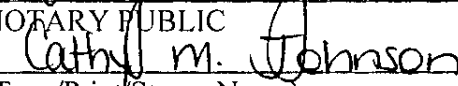


GREGORY M. RUSTER, ESQ.

STATE OF FLORIDA,
COUNTY OF POLK.

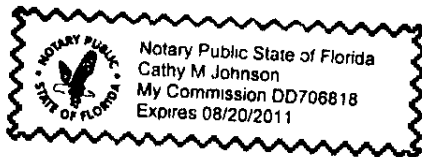
The foregoing instrument was acknowledged before me this 18th day of January, 2011 by
GREGORY M. RUSTER, ESQ., who is personally known to me or who has produced
_____ as identification.



NOTARY PUBLIC


(Type/Print Stamp Name)

Commission Expires:




Serial Number, if any
NOTARIAL STAMP

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated professional 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 applications of my position as registered agent as provided in Chapter 608, Florida Statutes.



GREGORY M. RUSTER, ESQ.

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