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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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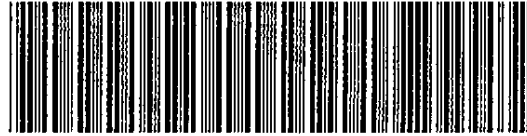
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

B. BOSTICK

APR 25 2011

EXAMINER

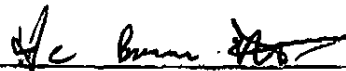
**Certificate of Conversion**  
**For**  
**J & B Holdings of Central Florida, Inc.**  
**Into**  
**J & B Holdings of Central Florida, LLC**

P02000001442

The undersigned, pursuant to the provisions of Section 608.439 of the Florida Statutes, for the purpose of converting J & B Holdings of Central Florida, Inc. into a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is J & B Holdings of Central Florida, Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on January 3, 2002.
3. The name of the Florida Limited Liability Company as set forth in the attached Article of Organization is J & B Holdings of Central Florida, L.L.C.
- ✓4. The effective date is April 25, 2011.
5. 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 of the Florida Statutes in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed, or incorporated.

Individuals signing affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.55 of the Florida Statutes.

  
Herbert C. Burns, III, Director

  
Joseph Santoro, Jr., Director

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**Articles of Organization  
of  
J & B Holdings of Central Florida, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

**1. Name**

The name of the limited liability company is J & B Holdings of Central Florida, LLC (the "Company").

**2. Period of Duration**

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

**3. Purpose**

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**4. Addresses**

The mailing address for the Company is:

Calandrino Law Firm, P.A.  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

and the street address of the place of business for the Company is:

J & B Holdings of Central Florida, LLC  
1700 Foxboro Drive  
Orlando, Florida 32812

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These addresses may be changed from time to time as provided in the Company's operating agreement.

#### **5. Registered Agent**

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

#### **6. Capital Contributions.**

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

#### **7. Members**

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

#### **8. Continuity of Business**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

#### **9. Management**

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also

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designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

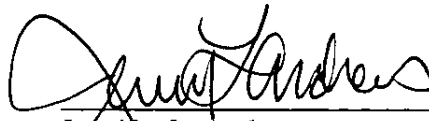
<u>Name</u>	<u>Title</u>
Joseph Santoro, Jr.	Manager
Herbert C. Burns, III	Manager

THE EFFECTIVE DATE IS APRIL 25, 2011

#### 10. Indemnification

Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.


Dated: April 21, 2011.

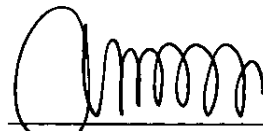
  
\_\_\_\_\_  
Jennifer L. Andrews  
Authorized Representative of the Members

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STATE OF FLORIDA    }  
                                  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 21<sup>st</sup> day of April, 2011 by Jennifer L. Andrews, who is personally known to me.


NOTARY PUBLIC-STATE OF FLORIDA  
 Amy M. Guy  
Commission # DD724011  
Expires: DEC. 01, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_  
Amy M. Guy  
Notary Public – State of Florida  
My Commission Expires:

## Registered Agent Acceptance

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said limited liability company.


CALANDRINO LAW FIRM, P.A.

By:   
Jennifer L. Andrews  
For the Firm

STATE OF FLORIDA }  
                                  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 21<sup>st</sup> day of April, 2011, by Jennifer L. Andrews as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me as

NOTARY PUBLIC-STATE OF FLORIDA  
Amy M. Guy  
Commission #DD724011  
Expires: DEC. 01, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

  
Amy M. Guy  
Notary Public – State of Florida  
My Commission Expires:

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