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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 22 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Beacon Center Holdings, 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:

Kevin A. Kane, Esq.

(Contact Person)

Ivan, Cole, Bonnette & Kane, P.A.

(Firm/Company)

One Independent Drive, Suite 3131

(Address)

Jacksonville, Florida 32202

(City, State and Zip Code)

sheranleecarter@aol.com

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

For further information concerning this matter, please call:

Kevin A. Kane, Esq.

at (904) 365-7904

(Name of Contact Person)

(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 checked="" 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

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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 a Florida general partnership into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **CARS PARTNERSHIP.** *GP1100001477*
2. The "Other Business Entity" is a general partnership first formed under the laws of the State of Florida on May 15, 1986.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **BEACON CENTER HOLDINGS, LLC.**
4. The effective date of the conversion shall be: November 15, 2011.

IN WITNESS WHEREOF, this Certificate of Conversion is executed on November 15, 2011, by a member of the converted limited liability company and by all the partners of the converting general partnership.

BEACON CENTER HOLDINGS, LLC,
a Florida Limited Liability Company

By: *[Signature]*
MELVIN O. CARTER, Member

By: *[Signature]*
JOHN L. SMITH, Member


By: *[Signature]*
SIDNEY REGISTER, Member

By: *[Signature]*
HENRY L. ALLEN, Member

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CARS PARTNERSHIP,
a Florida general partnership

By: 
MELVIN O. CARTER, Partner

By: 
JOHN L. SMITH, Partner

By: 
SIDNEY REGISTER, Partner

By: 
HENRY L. ALLEN, Partner

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**ARTICLES OF ORGANIZATION
OF
BEACON CENTER HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

Article I

Name

The name of this limited liability company shall be **BEACON CENTER HOLDINGS, LLC.**

Article II

Principal Office and Mailing Address

The principal office and mailing address of this limited liability company shall be **3949 Cordova Avenue, Jacksonville, Florida 32207.**

Article III

Initial Registered Agent and Address

The name and street address of the initial registered agent of this limited liability company are:

**JOHN L. SMITH
3949 Cordova Avenue
Jacksonville, Florida 32207**

Article IV

Effective Date; Duration

The existence of this limited liability company shall commence on the date these Articles are filed with the Florida Department of State. This limited liability company shall terminate on the date set forth in its Operating Agreement.

Article V

Purposes

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

*Kevin A. Kane, Esquire
IVAN, COLE, BONNETTE & KANE, P.A.
One Independent Drive, Suite 3131
Jacksonville, Florida 32202
Telephone: (904)358-3006
Fla. Bar No.: 0378770*

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Article VI
Admission of Additional Members

The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

Article VII
Management

This limited liability company shall be Member-Managed.


Article VIII
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article IX
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization the 15th day of November, 2011.



MELVIN O. CARTER
"Member"

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THIS LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **BEACON CENTER HOLDINGS, LLC.**
2. The name and the Florida street address of the registered agent are:

**JOHN L. SMITH
3949 Cordova Avenue
Jacksonville, Florida 32207**

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, Florida Statutes.



JOHN L. SMITH

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