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TALLAHASSEE, FLORIDA

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MAR 22 2012

EXAMINER

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March 20, 2012

Secretary of State of Florida  
Corporation Division  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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20 MAR 21 AM 11:08  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Sarasota Suncoast, LLP; Conversion to Sarasota Suncoast, LLP

Gentlemen:

On behalf of the above-referenced limited liability partnership and limited liability company, enclosed please find two originals of the Certificate of Conversion and Articles of Organization and our client's check in the amount of \$150.00 representing the filing fee and our firm's check in the amount of \$30.00 representing the certified copy charge. Please file these documents and return the Acknowledgment and certified copies of the Articles to me.

If you have any questions or require further information, please contact me rather than returning the documents.

Very truly yours,



Sue Thomas, CP, FRP  
Paralegal to Joel D. Bronstein

ST/  
Encls.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**  
of  
**SARASOTA SUNCOAST, LLP**  
into  
**SARASOTA SUNCOAST, LLC**

This Certificate of Conversion is submitted to convert the following Florida limited liability partnership into a Florida Limited Liability Company in accordance with §620.8912 and §608.439 Florida Statutes.

1. The other entity, Sarasota Suncoast, LLP filed a Partnership Registration Statement with the Florida Department of State on December 8, 2004 and Statement of Qualification as a Florida limited liability partnership with the Florida Department of State effective December 8, 2004.
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is Sarasota Suncoast, LLP.
3. The name of the Florida limited liability company into which the other entity converted is Sarasota Suncoast, LLC.
4. The conversion is to be effective upon filing with the Florida Department of State.
5. The Plan of Conversion was approved by all of the partners of Sarasota Suncoast, LLP as required under its Partnership Agreement and as required under §620.8913, Florida Statutes, which vote is sufficient for approval.

Signed as of the 16<sup>th</sup> day of MARCH, 2012.

SARASOTA SUNCOAST, LLP

By: \_\_\_\_\_  
Rogers K. Haydon, Jr.,  
Authorized Representative

SARASOTA SUNCOAST, LLC

By: \_\_\_\_\_  
Rogers K. Haydon, Jr.,  
Authorized Representative

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
SARASOTA SUNCOAST, LLC

The undersigned hereby certifies that he is the Authorized Representative of a Member who is forming a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

ARTICLE 1.  
NAME

The name of the Limited Liability Company shall be SARASOTA SUNCOAST, LLC.

ARTICLE 2.  
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE 3.  
ADDRESS; PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Limited Liability Company shall be 4592 Ulmerton Road, Suite 100, Clearwater, Florida 33762.

ARTICLE 4.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 4592 Ulmerton Road, Suite 100, Clearwater, Florida 33762 and the name of the registered agent is Leslie A. Rubin.

ARTICLE 5.  
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being the Authorized Representative of a Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of SARASOTA SUNCOAST, LLC.

Executed by the undersigned on MARCH 16, 2012.

AUTHORIZED REPRESENTATIVE:

  
\_\_\_\_\_  
Rogers K. Haydon, Jr.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for SARASOTA SUNCOAST, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this MARCH 16, 2012

  
\_\_\_\_\_  
Rogers K. Haydon, Jr.

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