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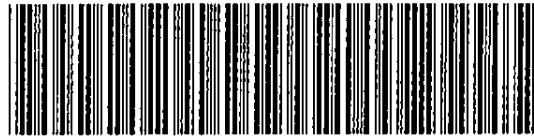
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J. SAULSBERRY  
EXAMINER

MAY 22 2012



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ANTHONY W. JUSTICE, PARALEGAL  
DIRECT LINE: 407-839-4214  
EMAIL: ajustice@broadandcassel.com

May 16, 2012

**PERSONAL AND CONFIDENTIAL**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Presidential Group South, LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert Presidential Group South, Inc. to Presidential Group South, LLC:

1. Certificate of Conversion.
2. Plan of Recapitalization.
3. Consent to Use of Name of Presidential Group South, LLC.
4. Articles of Organization for Presidential Group South, LLC.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing. Once filed, please provide proof of filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office. Best regards.

Sincerely,

BROAD AND CASSEL

A handwritten signature in cursive script that reads 'Anthony W. Justice'.

Anthony W. Justice  
Paralegal

:aj

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**CERTIFICATE OF CONVERSION FOR  
PRESIDENTIAL GROUP SOUTH, INC.  
TO  
PRESIDENTIAL GROUP SOUTH, LLC**

519986  
6-17-1986

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. PRESIDENTIAL GROUP SOUTH, Inc. (the "Corporation") has been converted to PRESIDENTIAL GROUP SOUTH, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 135 W. Pineview Street, Altamonte Springs, FL 32714.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is PRESIDENTIAL GROUP SOUTH, INC., incorporated under the laws of the State of Florida on June 17, 1986.

6. The name of the LLC, as set forth in the attached Articles of Organization is PRESIDENTIAL GROUP SOUTH, LLC.


7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

**(SIGNATURES FOLLOW ON NEXT PAGE)**

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DATED this 30<sup>th</sup> day of April, 2012.

PRESIDENTIAL GROUP SOUTH, INC.

By:   
ANTHONY F. GUADAGNINO, President

**MEMBERS:**


ANTHONY F. GUADAGNINO FAMILY TRUST  
dated November 17, 2004, as amended and restated

By:   
ANTHONY F. GUADAGNINO, Trustee

By:   
NANCY A. GUADAGNINO, Trustee

NANCY A. GUADAGNINO FAMILY TRUST  
dated November 17, 2004, as amended and restated

By:   
NANCY A. GUADAGNINO, Trustee

By:   
ANTHONY F. GUADAGNINO, Trustee

  
NICHOLAS A. GUADAGNINO

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## PLAN OF RECAPITALIZATION

The undersigned, constituting all of the members of the Board of Directors (the "Board") and all of the shareholders ("Shareholder") of PRESIDENTIAL GROUP SOUTH, INC., a Florida corporation (the "Corporation"), hereby adopt this Plan of Recapitalization under Section 368(a)(1)(F) of the Internal Revenue Code (the "Plan") for the Corporation pursuant to which:

- (i) The Board hereby directs that representatives of the Corporation file a Certificate of Conversion with the Florida Secretary of State converting the Corporation into a limited liability company pursuant to Florida Statutes §608.439, with the surviving entity being called PRESIDENTIAL GROUP SOUTH, LLC, a Florida limited liability company (the "LLC").
- (ii) The Board of Directors, pursuant to Internal Revenue Code Section 368(a)(1)(F) and PLR-200528021 issued on April 8, 2005 by the Internal Revenue Service, recommend that all of the presently authorized shares of the Corporation's common stock with no par value per share (the "Common Stock") be re-classified to consist of Membership Interests in the LLC.
- (iii) Upon the adoption of the Plan by the Corporation's Shareholders, the filing of the Certificate of Conversion, and the filing of the Articles of Organization for the LLC, the Corporation will convert to a limited liability company known as PRESIDENTIAL GROUP SOUTH, LLC, a Florida limited liability company and: (a) ANTHONY F. GUADAGNINO shall surrender One Hundred (100) shares of stock in the Corporation and in exchange for such surrender, ANTHONY F. GUADAGNINO FAMILY TRUST dated November 17, 2004, as amended and restated, shall receive a Forty-Nine point Five Percent (49.5%) membership interest in the LLC; (b) NANCY A. GUADAGNINO FAMILY TRUST dated November 17, 2004, as amended and restated, shall receive a Forty-Nine point Five Percent (49.5%) membership interest in the LLC; (c) NICHOLAS A. GUADAGNINO shall receive a One Percent (1%) membership interest in the LLC.
- (iv) The Board and Shareholders hereby acknowledge the following: (1) immediately after the conversion, the LLC will continue to hold all of the assets and liabilities of the Corporation; (2) no assets will be distributed as a result of the Corporation converting into a limited liability company; (3) the LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets of the Corporation.

(SIGNATURES ON FOLLOWING PAGE)

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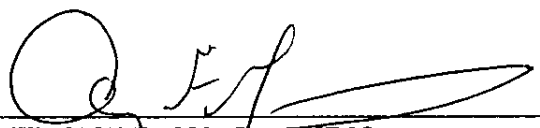
IN WITNESS WHEREOF, the Board and the Shareholders have hereby adopted this  
Plan of Recapitalization this 30 day of April, 2012

**BOARD OF DIRECTORS:**

By:   
ANTHONY F. GUADAGNINO, Director

By:   
NANCY A. GUADAGNINO, Director

**SHAREHOLDER:**

  
ANTHONY F. GUADAGNINO

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## CONSENT TO USE NAME

The undersigned, President of PRESIDENTIAL GROUP SOUTH, Inc., a Florida corporation, hereby consents to the use of the name PRESIDENTIAL GROUP SOUTH, LLC by ANTHONY F. GUADAGNINO FAMILY TRUST dated November 17, 2004, as amended and restated and NANCY A. GUADAGNINO FAMILY TRUST dated November 17, 2004, as amended and restated, and NICHOLAS A. GUADAGNINO, as Members.

Dated this 30<sup>th</sup> day of April, 2012.

  
\_\_\_\_\_  
ANTHONY F. GUADAGNINO

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**ARTICLES OF ORGANIZATION**  
**OF**  
**PRESIDENTIAL GROUP SOUTH, LLC**

The undersigned acting as the organizer of PRESIDENTIAL GROUP SOUTH, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is PRESIDENTIAL GROUP SOUTH, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 135 W. Pineview Street, Altamonte Springs, FL 32714.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its managers and the name and address of the manager to serve as the initial manger until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
ANTHONY F. GUADAGNINO	135 W. Pineview Street Altamonte Springs, FL 32714

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members in accordance with the Company's Operating Agreement.

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**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be ANTHONY F. GUADAGNINO, 135 W. Pineview Street, Altamonte Springs, FL 32714.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

**ARTICLE IX - Indemnification:**

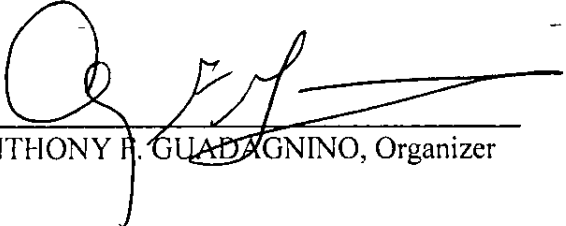
Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

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**ARTICLE X – Member Interests:**

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 25<sup>th</sup> day of April, 2012.

  
\_\_\_\_\_  
ANTHONY R. GUADAGNINO, Organizer

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**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

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

1. The name of the limited liability company is PRESIDENTIAL GROUP SOUTH, LLC.

2. The name and address of the registered agent and its office is:

ANTHONY F. GUADAGNINO  
135 W. Pineview Street  
Altamonte Springs, FL 32714

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

  
\_\_\_\_\_  
ANTHONY F. GUADAGNINO

Dated this 30<sup>th</sup> day of April, 2012.

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