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May 29, 2012

Robert Taylor Bowling Joshua J. Pope Andrea M. Kurak Elan R. Kaney Kathryn D. Weston Kelly Parsons Kwiatek Michael J. Woods Maja Sander Bowler James A. Stowers Katherine Hurst Miller Michael O. Sznapstajler Melissa B. Murphy

OF COUNSEL C. Allen Watts Larry D. Marsh

RETTRED Jay D. Bond, Jr.

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bl

BBW Conversion to Burt Holdings, LLC

Dear Sir or Madam:

Enclosed for your attention are the following:

- 1. Partnership Registration Statement
- 2. Certificate of Conversion for Florida General Partnership Into Florida Limited Liability Company
 - 3. Articles of Organization of Burt Holdings, LLC
- 4. Check in the amount of \$230.00 (\$50 for the Partnership Registration Statement + \$25 for the Certificate of Conversion + \$125 for the filing of the Articles of Organization + \$30 for a certified copy which includes the Certificate of Conversion and Articles = \$230.00)

Please file the enclosed and return a filed copy of the Partnership Registration Statement and certified copy of the Certificate of Conversion with Articles of Organization to the attention of the undersigned.



Registration Section May 29, 2012 Page 2

Please contact me if you have any questions.

Sincerely,

Brenda L. Knott

Certified Paralegal
Direct Dial (386) 323-9251
Email Brenda.Knotl@CobbCole.com
Fax (386) 238-7003

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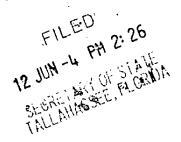
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SEGRETARY OF STATE
TALLAH SEE, FLORDA

Certificate of Conversion

For Florida General Partnership Into Iorida Limited Liability Company

Florida Limited Liability Company		
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida General Partnership ("Partnership") into a Florida Limited Liability Company ("Company") in accordance with §620.8914 and 608.439, Florida Statutes.		
1. The name of the Partnership in Conversion is: <u>BBW</u> , formed under the laws	nmediately prior to the filing of this Certificate of of the state of Florida on August 29, 1989.	
2. The name of the Company as is:Burt H	set forth in the attached Articles of Organization oldings, LLC	
3. The effective date of this Certifi by the Florida Department of State.	cate of Conversion is the date this document is filed	
	the applicable law(s) governing the Partnership and the requirements of s.608.439, F.S., in effecting the	
5. The Partnership currently exists it is currently organized.	on the official records of the jurisdiction under which	
6. The above referenced Partnership has converted into a limited liability company in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the limited liability company.		
7. The plan of conversion was app with Chapter 620, F.S., and as required by the	proved by the converting Partnership in accordance governing law of the limited liability company.	
Signed this 17 day of May, 2012.		
Individuals signing affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.		
. cc	URT HOLDINGS, LLC, Florida limited liability ompany Lockwood Burt, Member	
B)	BW, Florida general partnership 7. Lockwood Burt, General Partner	



ARTICLES OF ORGANIZATION **OF BURT HOLDINGS, LLC**

A Florida Limited Liability Company

ARTICLE 1. NAME

The name of this Limited Liability Company is: Burt Holdings, LLC

ARTICLE 2. PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing and principal address of the limited liability company is 140 S. Atlantic Avenue, Suite 200, Ormond Beach, FL 32176.

The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Ave., Daytona Beach, FL 32114.

ARTICLE 3. **MANAGEMENT**

The company is to be a manager-managed company. The name and address of its Managers are:

W. Lockwood Burt

Ann Estella Burt

140 S. Atlantic Avenue, Suite 200

140 S. Atlantic Avenue, Suite 200

Ormond Beach, FL 32176

Ormond Beach, FL 32176

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge

CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 608.415 Florida Statutes, Burt Holdings, LLC, hereby designates PALMETTO CHARTER SERVICES, INC., 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

W. Lockwood Burt

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of Burt Holdings, LLC for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a Florida corporation

By: ____

Its: Vice President