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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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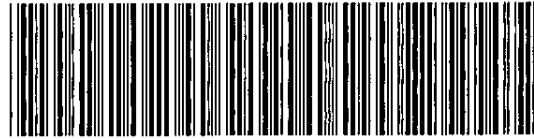
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Culligan JUN 19 2012

SHUMAKER

Shumaker, Loop & Kendrick, LLP

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June 14, 2012

VIA FEDEX

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

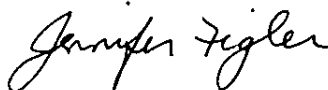
Re: Callahan/Roach & Garofalo, Inc.
Our File Number F79630-113234

Dear Sir or Madam:

Enclosed please find for filing an original Certificate of Conversion of Callahan/Roach & Garofalo, Inc. into Callahan Roach & Associates, LLC and Articles of Organization of Callahan Roach & Associates, LLC. I have also enclosed our firm check in the amount of \$180.00 which represents \$150.00 for the filing fees and \$30.00 for a return certified copy. Please process the documents for filing and return the certified copy and all correspondence concerning this matter to my attention in the self-addressed FedEx envelope enclosed for your convenience.

If you have any questions, please contact me at the telephone number or email address referenced above. Thank you for your attention to this matter.

Very truly yours,



Jennifer L. Figler

JLF/cb
Enclosures

**CERTIFICATE OF CONVERSION
OF
CALLAHAN/ROACH & GAROFALO, INC.
INTO
CALLAHAN ROACH & ASSOCIATES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert **Callahan/Roach & Garofalo, Inc.**, a Florida corporation (the "Other Business Entity"), into **Callahan Roach & Associates, LLC**, a Florida limited liability company, in accordance with Section 608.439, Florida Statutes (the "Conversion").

ARTICLE I
NAME OF "OTHER BUSINESS ENTITY"

The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "Callahan/Roach & Garofalo, Inc."

ARTICLE II
JURISDICTION OF "OTHER BUSINESS ENTITY"

The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on July 21, 2003.

ARTICLE III
NAME OF FLORIDA LIMITED LIABILITY COMPANY

The name of the Florida limited liability company into which the "Other Business Entity" will be converted, as set forth in the attached Articles of Organization of the Florida limited liability company, is "Callahan Roach & Associates, LLC."

ARTICLE IV
COMPLIANCE WITH LAWS

The Conversion is permitted by the applicable laws governing the "Other Business Entity" and the Conversion complies with such laws and the requirements of Section 608.439, Florida Statutes, in effecting the Conversion.

ARTICLE V
EXISTENCE OF "OTHER BUSINESS ENTITY"

The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on
May 30, 2012.

**CALLAHAN/ROACH & GAROFALO,
INC.**


By: William M. Callahan, President

(Individual signing affirms that the facts
stated in this document are true. Any false
information constitutes a third degree felony
as provided for in Section 817.155, Florida
Statutes.)

**CALLAHAN ROACH & ASSOCIATES,
LLC**


By: William M. Callahan, Member

(Individual signing affirms that the facts
stated in this document are true. Any false
information constitutes a third degree felony
as provided for in Section 817.155, Florida
Statutes.)

Articles of Organization
of
Callahan Roach & Associates, LLC

ARTICLE I – Name:

The name of the limited liability company is Callahan Roach & Associates, LLC.

ARTICLE II – Address:

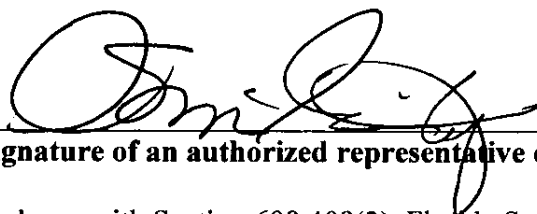
The street and mailing address of the principal office of the limited liability company is:

449 Central Avenue
#203
St. Petersburg, Florida 33701

ARTICLE III – Management:

The limited liability company is to be managed by a manager or managers. The name of the initial manager is William M. Callahan.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 13th day of ~~May~~ June 2012.



Signature of an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

A. Edward McGinty, Esq.

Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED 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 **Callahan Roach & Associates, LLC.**
2. The name and the Florida street address of the registered agent are:

A. Edward McGinty, Esq.
101 E. Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

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.


A. Edward McGinty, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA