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TALLAHASSEE, FLORIDA

D. BRUCE

JUL 09 2012

EXAMINER

SMITH HULSEY & BUSEY

July 3, 2012

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

Re: Conversion of Florida Roads Contracting, Inc.

Dear Sir or Madam:

Enclosed are the following documents to convert Florida Roads Contracting, Inc., a Florida corporation, into Florida Roads Contracting, LLC, a Florida limited liability company:

1. Certificate of Conversion;
2. Articles of Organization; and
3. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$150.00 for the filing fee. Please call me at (904) 359-7810 if you have any questions regarding this filing.

Sincerely,

*Joni Reiser*  
Joni A. Reiser

Enclosures

00802497.DOC

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315  
OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

## CERTIFICATE OF CONVERSION

for the conversion of

**FLORIDA ROADS CONTRACTING, INC.**  
a Florida Corporation

into

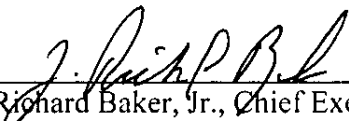
**FLORIDA ROADS CONTRACTING, LLC**  
a Florida Limited Liability Company

This Certificate of Conversion and the attached Articles of Organization are submitted for the conversion of Florida Roads Contracting, Inc., a Florida Corporation (the "Corporation") into Florida Roads Contracting, LLC, a Florida Limited Liability Company (the "Company") in accordance with §608.439, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Florida Roads Contracting, Inc. **H89374**
2. The Corporation was first incorporated under the laws of the State of Florida on December 11, 1985.
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is Florida Roads Contracting, LLC, a limited liability company organized under the laws of the State of Florida.
4. The Corporation has converted into the Limited Liability Company in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapter 607, Florida Statutes.
6. This Certificate of Conversion shall be effective as of the date of filing.

Signed this 28<sup>th</sup> day of June, 2012.

**FLORIDA ROADS CONTRACTING, INC.**    **FLORIDA ROADS CONTRACTING, LLC**

  
J. Richard Baker, Jr., Chief Executive Officer

  
J. Richard Baker, Jr., Manager

**ARTICLES OF ORGANIZATION  
OF  
FLORIDA ROADS CONTRACTING, LLC**

The undersigned organizer, who is the authorized representative of FLORIDA ROADS CONTRACTING, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Company is Florida Roads Contracting, LLC.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 10439 Alta Drive, Jacksonville, Florida 32226.

**ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent are J. Richard Baker, Jr., and 10439 Alta Drive, Jacksonville, FL 32226.

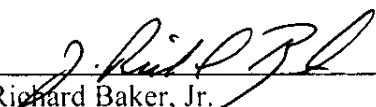
**ARTICLE IV - MANAGEMENT**

The Company shall be manager-managed. The initial managers shall be J. Richard Baker, Jr., Thomas A. Hyatt, Michael D. Dupuis, Lori E. Hicks, and Katherine W. Spilman.

**ARTICLE V - EFFECTIVE DATE**

The effective date of the organization of this Company shall be the date of filing.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 28<sup>th</sup> day of June, 2012.

  
\_\_\_\_\_  
J. Richard Baker, Jr.  
Authorized Representative

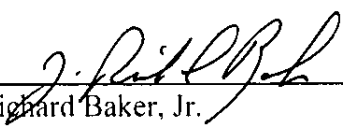
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CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

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

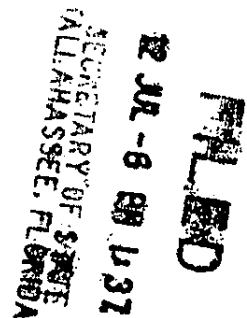
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, FLORIDA ROADS CONTRACTING, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Florida Roads Contracting, LLC.
2. The name and mailing address of the registered agent is J. Richard Baker, Jr. and 10439 Alta Drive, Jacksonville, Florida 32226.

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, J. Richard Baker, Jr. hereby accepts the appointment as registered agent and agrees to act in this capacity. J. Richard Baker, Jr. 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 as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
J. Richard Baker, Jr.

Date: June 28, 2012.



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