

L130000014599

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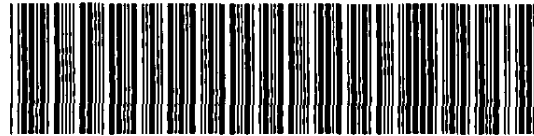
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN 29 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 509316 7152816
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 185.00

ORDER DATE : January 28, 2013
ORDER TIME : 9:40 AM
ORDER NO. : 509316-005 **PLEASE FILE 2ND**
CUSTOMER NO: 7152816

DOMESTIC AMENDMENT FILING

NAME: CD99 DISCOVTWO JOINT VENTURE

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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CERTIFICATE OF CONVERSION
for
FLORIDA PARTNERSHIP
into a
FLORIDA LIMITED LIABILITY COMPANY

FILED
13 JAN 28 AM 11:13
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Pursuant to *Section 620.8914, Florida Statutes*, CD99 DiscovTwo Joint Venture, a Florida joint venture (a general partnership under Florida law) (the "Joint Venture"), hereby submits the attached Articles of Organization of CD 99 DiscovTwo LLC, and this Certificate of Conversion to convert to a Florida limited liability company.

Section 1. Joint Venture (General Partnership) Name. The name of the Joint Venture (a joint venture treated as a general partnership under Florida law) immediately prior to the filing of this Certificate of Conversion was *CD99 DiscovTwo Joint Venture*. GP1300000162

Section 2. New Limited Liability Company Name. The name of the new Florida Limited Liability Company (the converted organization), organized and formed under Florida law, into which the Joint Venture is converting is *CD 99 DiscovTwo LLC*.

Section 3. Effective Date of Conversion. The effective time and date of this conversion under the *Florida Limited Liability Company Act*, Chapter 608, Florida Statutes (the law governing the converted organization), shall be the date and time upon which this Certificate of Conversion and the attached Articles of Organization of *CD 99 DiscovTwo LLC* are accepted and filed by the Florida Department of State.

Section 4. Compliance with Florida and Applicable Converted Organization Law. The Joint Venture has converted into the converted organization, *CD 99 DiscovTwo LLC*, a *Florida limited liability company*, in compliance with all requirements of: (a) the *Revised Uniform Partnership Act of 1995*, Chapter 620, Florida Statutes, and (b) *Florida Limited Liability Company Act*, Chapter 608, Florida Statutes, the law governing the converted organization, *CD 99 DiscovTwo LLC*.

Section 5. Approval of Conversion. The Plan of Conversion was approved by the Joint Venture in accordance with all requirements of: (a) the *Revised Uniform Partnership Act of 1995*, Chapter 620, Florida Statutes, (b) the governing law of the converted organization, *CD 99 DiscovTwo LLC*, and (c) the terms and conditions of the Joint Venture's Joint Venture Agreement.

The undersigned, as a Joint Venturer (general partner) of *CD99 DiscovTwo Joint Venture*, a *Florida joint venture*, does hereby confirm all matters set forth in this Certificate of Conversion and express the approval and consent of *CD99 DiscovTwo Joint Venture*, a *Florida joint venture*, and all its joint venturers (partners) to the filing of this Certificate of Conversion.

CD99 DiscovTwo Joint Venture, a Florida joint venture

By: DiscovTwo, LLC, a Florida limited liability company,
as its Joint Venturer (general partner)

By: 
John C. McFadden
As its Manager

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13 JAN 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CD 99 DISCOVTWO LLC,
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this limited liability company shall be *CD 99 DiscovTwo LLC* (the "Company").

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in the Operating Agreement of the Company.

ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS

The initial principal office mailing and street address of the Company shall be located at 610 North Wymore Road, Suite 200, Maitland, Florida 32751.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

For purposes of service of process within Florida, the initial registered office of this Company shall be located at c/o Taurus Investment Holdings, LLC, 610 North Wymore Road, Suite 200, Maitland, Florida 32751 and the initial registered agent of the Company at that address shall be Jeff K. McFadden. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V - PURPOSES AND GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

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 operation, regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

ARTICLE VII - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various provisions shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Authorized Representative of the Company does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his/her hand and seal this 25th day of January, 2013.


Jeff K. McFadden

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Jeff K. McFadden personally appeared before me and executed or acknowledged his/her previous execution of this instrument. I HEREBY FURTHER CERTIFY, that Jeff K. McFadden, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____ . WITNESS my hand and official seal in the State and County aforesaid this 25th day of January, 2013.

Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



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TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

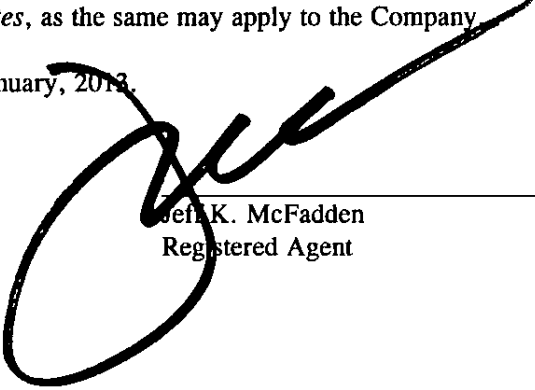
In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

CD 99 DiscovTwo LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated Jeff K. McFadden as its Registered Agent to accept service of process within the State of Florida with its registered office located at 610 North Wymore Road, Suite 200, Maitland, Florida 32751.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 25th day of January, 2013.



Jeff K. McFadden
Registered Agent

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