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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**MARLOWE & WEATHERFORD, P.A.**

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PLEASE REPLY TO:  
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February 18, 2013

**VIA FEDEX**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301


Re: Certificate of Conversion and Articles of Organization for Effron & Effron, LLC

Gentlemen:

Enclosed please find the original Certificate of Conversion and the Articles of Organization for Effron & Effron, LLC, together with a check for \$150.00 to cover the certificate of conversion fee, filing fee and fee for designation of registered agent.

Once the Articles of Organization for Effron & Effron, LLC have been filed, please return the original to this office. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures  
cc: Louis R. Effron

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
EFFRON & EFFRON a/k/a Effron & Effron Partnership  
INTO  
EFFRON & EFFRON, LLC**

Pursuant to sections 608.439 and section 620.8914, Florida Statutes, Effron & Effron, an "other business entity" hereby submits the **attached articles of organization** and this certificate of conversion to convert the partnership into a Florida limited liability company:

1. The name of the "other business entity" immediately prior to the filing of this Certificate of Conversion is: Effron & Effron which is a Florida general partnership. Effron & Effron was formed in Florida in August 1986. Effron & Effron previously filed its partnership registration statement under Florida document numbered GP1000000957.
2. The name of the Florida limited liability company is EFFRON & EFFRON, LLC
3. Effron & Effron has converted into an "another organization" in compliance with Florida Statutes Chapter 608 and the conversion complies with the applicable law governing the "Other Business Entity," which is Florida Statutes Chapter 620.
4. Effron & Effron has not changed its jurisdiction.
5. The Plan of Conversion was approved by Effron & Effron in accordance with Florida Statutes Chapter 620.
6. No partner of Effron & Effron shall be a general partner of the EFFRON & EFFRON, LLC. EFFRON & EFFRON, LLC is a limited liability company and not a general partnership or limited partnership.
7. This conversion shall be effective under the laws governing the "Other Business Entity" upon the filing of this Certificate of Conversion with the Florida Division of Corporations.
8. This conversion shall be effective in Florida upon the filing of this Certificate of Conversion with the Florida Division of Corporations.

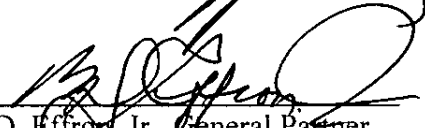
9. The principal office address of EFFRON & EFFRON, LLC, shall be:

635 West Michigan Street  
Orlando, Florida 32805

DATED as of February 18, 2013.

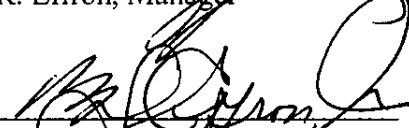
Effron & Effron

By:   
Louis R. Effron, General Partner

And by:   
Bernard D. Effron, Jr., General Partner

EFFRON & EFFRON, LLC

By:   
Louis R. Effron, Manager

And by:   
Bernard D. Effron, Jr., Manager

**EXHIBIT "A"**

**PLAN OF CONVERSION OF  
Effron & Effron  
WITH AND INTO  
EFFRON & EFFRON, LLC**

1. Effron & Effron, a Florida corporation shall convert into EFFRON & EFFRON, LLC a Florida limited liability company.
2. Upon the consummation of the conversion of Effron & Effron into EFFRON & EFFRON, LLC, the separate existence of Effron & Effron shall cease. EFFRON & EFFRON, LLC, as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Effron & Effron shall not be affected by the conversion and upon the conversion, EFFRON & EFFRON, LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Effron & Effron prior to the conversion as provided §620.1114 of the Florida Statutes. Further, as provided in §620.1114 of the Florida Statutes, all rights of creditors and any person or persons dealing with Effron & Effron shall be preserved and remain unimpaired by the conversion, all liens upon the properties of Effron & Effron shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of Effron & Effron shall henceforth attach to EFFRON & EFFRON, LLC and may be enforced against EFFRON & EFFRON, LLC to the same extent as if such obligations and duties had been incurred by EFFRON & EFFRON, LLC. Additionally, any existing claim or action or proceeding pending by or against Effron & Effron or EFFRON & EFFRON, LLC may be continued as if the conversion did not occur or EFFRON & EFFRON, LLC may be substituted in such proceedings for Effron & Effron.
3. The manner and basis of converting the shares of Effron & Effron into units of membership interest of EFFRON & EFFRON, LLC are as follows:
  - a. At the effective date of the conversion, each share of one tenth of a percentage interest in Effron & Effron issued and outstanding shall be converted into one unit of membership interest of EFFRON & EFFRON, LLC
4. The Articles of Organization of EFFRON & EFFRON, LLC in effect at the time of the conversion shall remain unchanged as a result of the conversion and shall continue as the Articles of Organization of EFFRON & EFFRON, LLC
5. The effective date of the conversion shall be as of the date the Certificate of Conversion is filed with the Florida Department of State.
6. Neither Effron & Effron nor EFFRON & EFFRON, LLC is subject the law of any jurisdiction other than the State of Florida.

**ARTICLES OF ORGANIZATION FOR  
EFFRON & EFFRON, LLC  
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I - Name:**

The name of the Limited Liability Company is EFFRON & EFFRON, LLC.

**ARTICLE II - Address:**

The street address of the principal office of the Limited Liability Company is 635 West Michigan Street, Orlando, Florida 32805. The mailing address of the Limited Liability Company shall be Post Office Box 370, Mims, Florida 32754.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of filing of these Articles of Organization.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by managers and the name and address of the initial manager who shall serve until her successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Louis R. Effron	635 West Michigan Street Orlando, Florida 32805
Bernard D. Effron, Jr.	635 West Michigan Street Orlando, Florida 32805

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

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

**ARTICLE VI - Members Rights to Continue Business:**

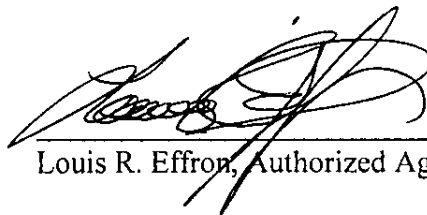
The right, if given, of the remaining members of the limited liability company to continue the

business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

#### ARTICLE VII - Initial Registered Office and Registered Agent

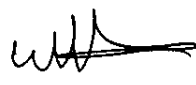
The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this 08 day of February, 2013.



Louis R. Effron, Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature:   
William P. Weatherford, Jr.

Date: February 18, 2013

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