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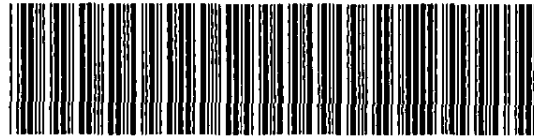
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2013 FEB 26 PM 1:01
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TALLAHASSEE, FLORIDA

FILED

FEB 27 2013
J. BRYAN

513A-4730

SMITH HULSEY & BUSEY

February 20, 2013

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

FILED
2013 FEB 26 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Conversion of Walter Armistead Investments, LLLP into Walter Armistead Investments, LLC

Dear Sir or Madam:

Enclosed are the following documents to convert Walter Armistead Investments, LLLP, a Florida limited liability limited partnership, into Walter Armistead Investments, 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 A. Reiser

Enclosures

00826685.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

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2013 FEB 26 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

for the conversion of

WALTER ARMISTEAD INVESTMENTS, LLLP
a Florida Limited Liability Limited Partnership

#AD9000000

into

WALTER ARMISTEAD INVESTMENTS, LLC
a Florida Limited Liability Company

This Certificate of Conversion and the attached Articles of Organization are submitted for the conversion of Walter Armistead Investments, LLLP, a Florida Limited Liability Limited Partnership (the "Partnership") into Walter Armistead Investments, LLC, a Florida Limited Liability Company (the "Company") in accordance with §620.2104, Florida Statutes.

1. The name of the Partnership immediately prior to the filing of this Certificate of Conversion is Walter Armistead Investments, LLLP.
2. The Partnership was first formed under the laws of the State of Florida on December 30, 2009.
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is Walter Armistead Investments, LLC, a limited liability company organized under the laws of the State of Florida.
4. The Partnership has converted into the Limited Liability Company in compliance with Chapter 620, Florida Statutes.
5. The Plan of Conversion was approved by the Partnership in compliance with Chapter 620, Florida Statutes.
6. This Certificate of Conversion shall be effective as of the date of filing.

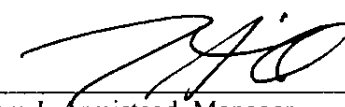
Signed this 29th day of January, 2013.

**WALTER ARMISTEAD
INVESTMENTS, LLLP**

**WALTER ARMISTEAD
INVESTMENTS, LLC**



William J. Armistead, General Partner



William J. Armistead, Manager

Walter

Walter

**ARTICLES OF ORGANIZATION
OF
WALTER ARMISTEAD INVESTMENTS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer, who is the authorized representative of Walter Armistead Investments, 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 Walter Armistead Investments, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company are 224 Franklin Blvd., St. George Island, Florida 32328.

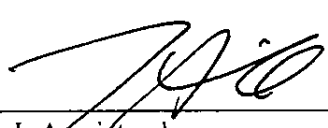
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Walter J. Armistead and 224 Franklin Blvd., St. George Island, Florida 32328.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company. The initial manager shall be Walter J. Armistead.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 29th day of January, 2013.



Walter J. Armistead
Authorized Representative

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

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2013 FEB 26 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, WALTER ARMISTEAD INVESTMENTS, 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 Walter Armistead Investments, LLC.
2. The name and street address of the registered agent are Walter J. Armistead and 224 Franklin Blvd., St. George Island, Florida 32328.

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, Walter J. Armistead hereby accepts the appointment as registered agent and agrees to act in this capacity. Walter J. Armistead 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, Florida Statutes.

Dated this 29th day of January, 2013.



Walter J. Armistead