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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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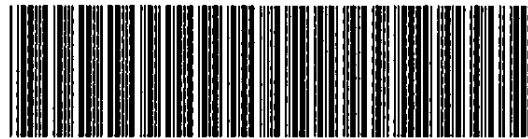
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FAIRBANKS LAW GROUP, P.L.

ATTORNEYS AND COUNSELORS AT LAW

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rfairbanks@fairbankslawgroup.com

July 8, 2013

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

Re: Barton Holloway, LLC

Dear Sir or Madam:

Enclosed please find the following documents:

1. Certificate of Conversion for BSHB Properties;
2. Articles of Organization for Barton Holloway, LLC; and
3. This firm's check numbered 1001 in the amount of \$185.00 for filing fees, certified copy and certificate of status.

The enclosed documents and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Florida Statutes Section 608.439.

I appreciate your assistance in this matter. If you have any questions, please feel free to call me.

Sincerely,



Randal C. Fairbanks

RCF:paf
Enclosures

**CERTIFICATE OF CONVERSION
FOR CONVERTING "OTHER BUSINESS ENTITY"
INTO A FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Corporation in accordance with Section 608.439 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **BSHB Properties**, a Florida general partnership.

2. The "Other Business Entity" is a general partnership first organized, formed or incorporated under the laws of Florida on March 17, 2000.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **BARTON HOLLOWAY, LLC**.

4. The effective date of the conversion shall be on the date this Certificate of Conversion is filed with the Florida Department of State Division of Corporations.

5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and requirements of Section 608.439 of the Florida Statutes, in effecting the conversion.

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

7. The Plan of Conversion was duly approved by the partners of the "Other Business Entity" by unanimous written consent.

Executed this 2nd day of July, 2013.

BARTON HOLLOWAY, LLC.
a Florida limited liability company

By: _____

PHILIP G. BARTON
Member

By: KB Holloway
KATHRYN B. HOLLOWAY
Member

By: MP Holloway
MICHAEL P. HOLLOWAY
Member

BSHB PROPERTIES,
a Florida general partnership

By: PHG Barton
PHILIP G. BARTON
Partner

By: KB Holloway
KATHRYN B. HOLLOWAY
Partner

By: MP Holloway
MICHAEL P. HOLLOWAY
Partner

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JUL 17 2013

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

Article I - Name

The Name of the Limited Liability Company is **BARTON HOLLOWAY, LLC.**

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 3233 SW 33rd Road, #101, Ocala, Florida 34474.

Article III - Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent is Randal C. Fairbanks, Esq., Fairbanks Law Group, PL, 113 Nature Walk Parkway, Suite 103, St. Augustine, Florida 32092.

Article IV - Managing Members

The names and addresses of each Managing Members are as follows:

Philip G. Barton
3233 SW 33rd Road, #101
Ocala, Florida 34474

Kathryn B. Holloway
3233 SW 33rd Road, #101
Ocala, Florida 34474

Michael P. Holloway
3233 SW 33rd Road, #101
Ocala, Florida 34474.


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JUL 17 2013


Article V - Effective Date

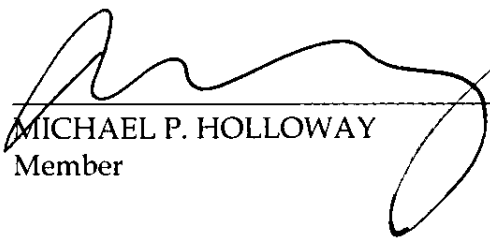
The effective date of the Articles of Organization for Florida Limited Liability Company is the date of filing with the Florida Department of State Division of Corporations.

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155 of the Florida Statutes.



PHILIP G. BARTON
Member

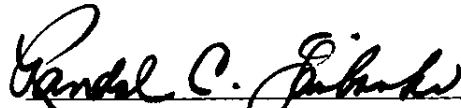
KATHRYN B. HOLLOWAY
Member

MICHAEL P. HOLLOWAY
Member

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ACCEPTANCE OF REGISTERED AGENT

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. If 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 as provided for in Chapter 608 of the Florida Statutes.


Randal C. Fairbanks
Registered Agent

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TALLAHASSEE, FLORIDA