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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

2015 MAR 26 2:15
J. BRUCE



390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
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March 3, 2015

PERSONAL AND CONFIDENTIAL

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

RE: WMR and Associates, Inc.

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a limited liability company:

1. Articles of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing. Once filed, please forward confirmation of such filing to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office.

Sincerely,

BROAD AND CASSEL

Anthony W. Justice
Anthony W. Justice
Paralegal

:awj
Enclosures

FILED
2015 MAR -9 PM 12:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF CONVERSION FOR
WMR AND ASSOCIATES, INC.
TO
WMR AND ASSOCIATES, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. WMR AND ASSOCIATES, Inc. (the "Corporation") has been converted to WMR AND ASSOCIATES, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies. PD-116763

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address for the LLC is 2661 Shinoak Drive, Orlando, FL 32837, and the street address of the principal office of the LLC is 222 South Westmonte Drive, Ste. 100, Altamonte Springs, FL 32714.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is WMR AND ASSOCIATES, INC., incorporated under the laws of the State of Florida February 14, 2001.

6. The name of the LLC, as set forth in the attached Articles of Organization is WMR AND ASSOCIATES, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

(SIGNATURES ON FOLLOWING PAGE)

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JAIL HOUSE FLORIDA

DATED this 5th day of January, 2015.

WMR AND ASSOCIATES, INC.

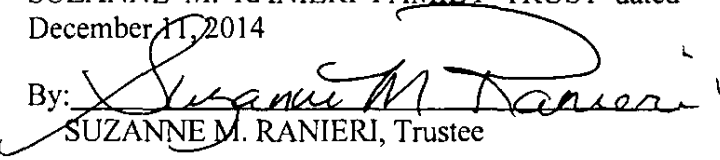
By: 
WILLIAM M. RANIERI, President

MEMBERS:

WILLIAM M. RANIERI FAMILY TRUST dated
December 11, 2014

By: 
WILLIAM M. RANIERI, Trustee

SUZANNE M. RANIERI FAMILY TRUST dated
December 11, 2014

By: 
SUZANNE M. RANIERI, Trustee

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

WMR AND ASSOCIATES, LLC

The undersigned, acting as the organizer of WMR AND ASSOCIATES, LLC under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name

The name of the limited liability company is WMR AND ASSOCIATES, LLC (the "Company").

ARTICLE II - Address

The mailing address for the LLC is 2661 Shinoak Drive, Orlando, FL 32837, and the street address of the principal office of the LLC is 222 South Westmonte Drive, Ste. 100, Altamonte Springs, FL 32714.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management

The Company is to be managed by its manager, and the name and address of the initial manager until the first annual meeting of members or until his successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
William M. Ranieri	2661 Shinoak Drive Orlando, FL 32837

ARTICLE V - Admission of Additional Members

The Company shall admit new Members only upon the written consent of all existing Members of the Company.

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 regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - Initial Registered Agent and Office

The initial registered agent for the Company shall be B & C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, FL 32801.

ARTICLE VIII - Amendments

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

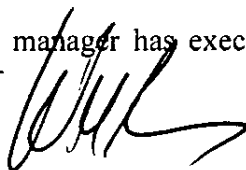
ARTICLE IX - Indemnification

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned manager has executed these Articles of Organization as of this 5th day of January, 2015.


William M. Ranieri, Manager

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2015 MAR-9 PM 12:47
CLERK OF CIRCUIT COURT
JANESSEE FLORIDA

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

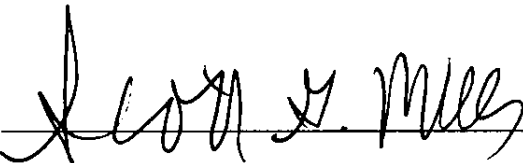
PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WMR AND ASSOCIATES, LLC.
2. The name and address of the registered agent and office is:

B & C Corporate Services of Central Florida, Inc.
390 North Orange Avenue
Suite 1400
Orlando, FL 32801

Having been designated as the Registered Agent for WMR AND ASSOCIATES, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

B & C Corporate Services of Central Florida, Inc.

By: _____

Dated this 5th day of *January*, 2015.