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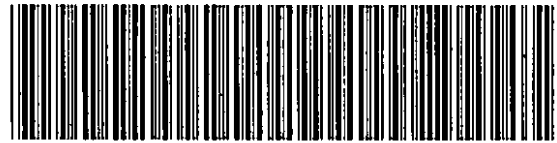
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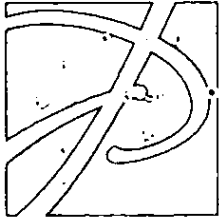
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**JOHNSON
POPE**
BOKOR
RUPPEL &
BURNS, LLP

COUNSELLORS AT LAW

TAMPA ■ CLEARWATER ■ ST. PETERSBURG

Nicole D. Marsade, CP
SunTrust Financial Centre
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Tampa, FL 33602
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File No. 058119.128351

March 13, 2018

Via Federal Express

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

RE: R2F3 Partnership, LLC

Dear Sir/Madam:

The enclosed Articles of Conversion, Articles of Organization and fees are submitted to convert R2F3 Partnership, LLP into R2F3 Partnership, LLC, in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Judith Ann Resop
6208 Fairway Bay Blvd. S
Gulfport, FL 33707
jaresop@tampabay.rr.com

For further information concerning this matter, please call Nicole Marsade, Paralegal (813) 225-2500, ext. 2080. Thank you for your assistance.

Very truly yours,

Nicole D. Marsade
Paralegal

Enclosures
Check # 065688



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2018

JUDITH ANN RESOP
6208 FAIRWAY BAY BLVD S
GULFPORT, FL 33707

SUBJECT: R2F3 PARTNERSHIP, LLC
Ref. Number: W18000027454

We have received your document for R2F3 PARTNERSHIP, LLC and your check(s) totaling \$150.00. However, the document has not been filed and is being retained in this office for the following:

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 818A00005686

CERTIFICATE OF CONVERSION
of
R2F3 PARTNERSHIP, LLP
into
R2F3 PARTNERSHIP, LLC

18 MAR 27 PM 3:10

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Partnership into a Florida Limited Liability Company in accordance with §620.2104 and §605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Partnership converting into a Florida Limited Liability Company is R2F3 Partnership, LLP which was formed on January 1, 1997, and registered as a Florida limited liability partnership on July 27, 2000, as Document Number GP0000001358.

2. The name of the Florida Limited Liability Company is R2F3 Partnership, LLC.

3. R2F3 Partnership, LLC is a limited liability company organized, formed, or incorporated under the laws of Florida.

4. The above referenced Florida Limited Liability Partnership has converted into a Florida Limited Liability Company in compliance with Chapters 620 and 605, Florida Statutes.

5. The Plan of Conversion was approved by all of the Partners of the converting Florida Limited Liability Partnership as required by Chapter 620, Florida Statutes, and by all of the Members of the future Florida Limited Liability Company following the conversion as required by Chapter 605, Florida Statutes, on March 8, 2018, which vote is sufficient for approval.

6. This conversion is effective as of the date of filing.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Conversion dated this 8 day of March, 2018.

R2F3 PARTNERSHIP, LLP

R2F3 PARTNERSHIP, LLC

By: Judith Ann Resop
Judith Ann Resop
Authorized Representative

By: Judith Ann Resop
Judith Ann Resop
Authorized Representative

ARTICLES OF ORGANIZATION
OF
R2F3 PARTNERSHIP, LLC

18 MAR 27 PM 3:10

The undersigned hereby certifies that she is the Authorized Representative who is forming a Limited Liability Company under Florida Statutes Chapter 605. The following Articles of Organization are hereby adopted.

ARTICLE I
NAME

The name of the Limited Liability Company shall be R2F3 Partnership, LLC.

ARTICLE II
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III
ADDRESS; PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Limited Liability Company shall be 6208 Fairway Bay Blvd. S., Gulfport, Florida 33707.

ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 6208 Fairway Bay Blvd. S., Gulfport, Florida 33707, and the name of the registered agent is Judith Ann Resop.

ARTICLE V
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

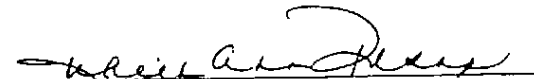
ARTICLE VI
MANAGEMENT

The Limited Liability Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The authority and duties of the Managers shall be as set forth in the Operating Agreement of the Limited Liability Company.

The undersigned, being the Authorized Representative of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of R2F3 Partnership, LLC.

Executed by the undersigned on the 8 day of March, 2018.


AUTHORIZED REPRESENTATIVE:


Judith Ann Resop

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, I agree to act in the capacity of Registered Agent for R2F3 Partnership, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 605.0113, Florida Statutes.

DATED this 8 day of March, 2018.


Judith Ann Resop

18 MAR 27 PM 3:10
SANTA FE COUNTY, FLORIDA