

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-344-8006

**CSO networks**  
TELEPHONE  
TELETYPE & FINANCIAL SERVICES

ACCOUNT NO. 071 000000032

REFERENCE : 613180 81473A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 9, 1995

ORDER TIME : 1:15 PM

ORDER NO. : 613180

CUSTOMER NO: 81473A

CUSTOMER: Jeff E. Rubin, Esq  
TALIANOFF AND RUBIN

Suite 600 C  
2699 S. Bayshore Drive  
Miami, FL 33133

200001513402  
-06/15/95--01023--009  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: CONVERT HOLDINGS, L.C.

XXX ARTICLES OF ORGANIZATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUN 12 1995

FILED  
95 JUN -9 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
CONVERT HOLDINGS, L.C.**

**FILED**  
95 JUN -9 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida as follows:

**ARTICLE I.**

The name of this company is Convert Holdings, L.C.

**ARTICLE II.**

This period of duration of this company shall commence on the effective date of filing of the Articles of Organization with the Department of State, and shall continue until ten (10) years thereafter unless earlier terminated by law or in accordance with the terms and conditions as may be set forth in the company's Regulations.

**ARTICLE III.**

The mailing address and street address of the principal office of the company is 9206 N.W. 106th Street, Medley, Dade County, Florida 33178.

**ARTICLE IV.**

The registered office of the Company is located at 9206 N.W. 106th Street, Medley, Dade County, Florida 33178, and the company's resident agent at such address is Michael A. Piccolo.

**ARTICLE V.**

Except as may otherwise be provided in the Regulations of the company, the members of the company shall have the right to admit additional members upon the unanimous consent of members of the company.

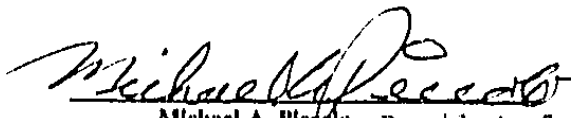
**ARTICLE VI.**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the company, the remaining members of the company, by unanimous written consent, shall have the right to continue the business of the limited liability company.

**ARTICLE VII**

The company shall be managed by a manager and the name and address of such manager who is to serve as manager until its successor is elected and qualified is Michael A. Piccolo, 9206 N.W. 106th Street, Medley, Dade County, Florida 33178.

IN WITNESS WHEREOF, the undersigned, a member of the company, has subscribed his name hereto, this 7th day of June, 1995.

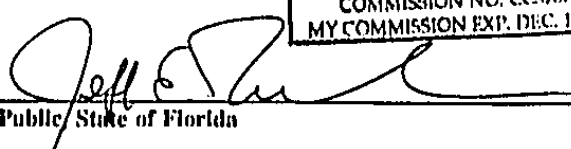


Michael A. Piccolo, President of member,  
Convart, Inc.

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 7th day of June, 1995, by Michael A. Piccolo, who is personally known to me or who produced GA. D.L. # 03002700 as Identification and who did take an oath.

OFFICIAL NOTARY SEAL  
JEFF E. RUHIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC328708  
MY COMMISSION EXP. DEC. 12, 1997



Notary Public, State of Florida

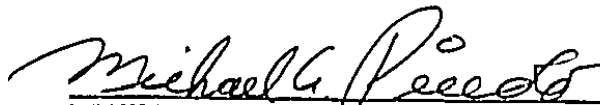
Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

**AFFIDAVIT OF MEMBERSHIP  
AND CONTRIBUTIONS**

President of Convert, Inc.

The undersigned member, or authorized representative of a member of Convert Holdings, L.C. deposes and says:

- 1) The above named limited liability company has at least two (2) members.
- 2) The total amount of cash contributed by the member(s) is \$25,000.00.
- 3) If any, the agreed value of the property other than cash contributed by member(s) is \$0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$250,000.00. This total includes amounts from paragraphs two (2) and three (3) above.



MICHAEL A. PICCOLO, Pres. of member, Convert, Inc.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 7th day of June, 1995, by Michael A. Piccolo\*, who is personally known to me or who produced Georgia P.L. # 030027204 as identification and who did take an oath.

OFFICIAL NOTARY SEAL  
JEFF E RUBIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC128708  
MY COMMISSION EXPIRES DEC 17, 1997

\*Pres. of member, Convert, Inc.

Notary Public, State of Florida

Name: \_\_\_\_\_

Commission No: \_\_\_\_\_

Commission Expires: \_\_\_\_\_

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED  
OFFICE

95 JUN -9 AM 9:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Convert Holdings, L.C.

2. The name and address of the registered agent and office is Michael A. Piccolo, 9206 N.W. 106th Street, Medley, Dade County, Florida 33178.

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. I 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 position as registered agent.

  
Michael A. Piccolo

June 7, 1995

Filing fee: \$35.00 for designation of Registered Agent