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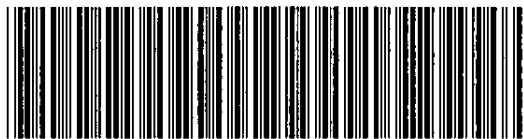
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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N. G. G. APR 25 2008

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April 23, 2008

VIA FED EX

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

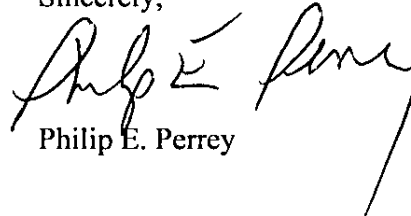
Re: Reeder Commercial Real Estate, Inc. - conversion of Florida "other business entity"
(Florida limited liability company) into Florida Profit Corporation

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with Section 607.1115, Florida Statutes.

Please return all correspondence concerning this matter to the undersigned at the address shown above. For further information concerning this matter, please call me at the phone number shown above. Enclosed is a check for \$113.75 - \$35.00 conversion fee, \$75.00 filing fee for Florida Profit Articles of Incorporation, and \$8.75 for a Certificate of Status. Thank you for your usual courteous cooperation.

Sincerely,



Philip E. Perrey

Enclosures

**Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

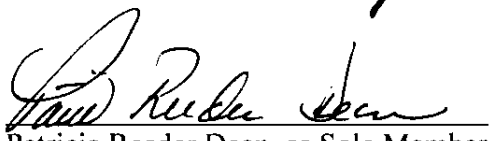
REEDER COMMERCIAL REAL ESTATE, LLC. *LD8-13775*

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on February 7, 2008.
3. Not Applicable.
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation** is:

REEDER COMMERCIAL REAL ESTATE, INC.

5. The effective date of this Certificate of Conversion and attached Articles of Organization is the date of filing.

SIGNED this 23rd day of April, 2008.


Patricia Reeder Dean, as Sole Member
Of the "Other Business Entity" and
As President and Sole Shareholder
of the Corporation

ARTICLES OF INCORPORATION

The undersigned, **PATRICIA REEDER DEAN**, desires to become a body corporate and, as sole incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms

ARTICLE I

The name of this corporation shall be:

REEDER COMMERCIAL REAL ESTATE, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

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TALLAHASSEE FLORIDA

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 1108 – 8th Avenue West #202, Palmetto, Florida. The mailing address of the corporation is 1108 – 8th Avenue West #202, Palmetto, FL 34221.

ARTICLE VII

The name and Florida street address of this corporation's initial registered agent at such address is John V. Quinlan, 601 – 12th Street West, Bradenton, Florida 34205. The registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors shall be one (1) Director. The Board of Directors shall consist of not less than one nor more than seven members,

and the number of members of the Board of Directors may be fixed from time-to-time by the bylaws of the corporation, but until so fixed shall consist of one (1) person. The name and street/mailling address of the sole member of the initial Board of Directors are as follows:

Patricia Reeder Dean
1108 – 8th Avenue West #202
Palmetto, FL 34221.

ARTICLE IX

The name and address of the sole incorporator are as follows:

Patricia Reeder Dean
1108 – 8th Avenue West #202
Palmetto, FL 34221.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that she is of full age, is competent to contract and is a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 23rd day of

April, 2008.

Patricia Reeder Dean (SEAL)
Patricia Reeder Dean

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23rd day of April, 2008, by Patricia Reeder Dean, who

☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway
Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____,

and ☐ did ☒ did not take an oath.

Signature:

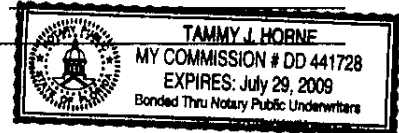
(Affix Notary Seal)

Tammy J. Horne
NOTARY PUBLIC, State of Florida at Large

Typed name: Tammy J. Horne

My Commission Expires:

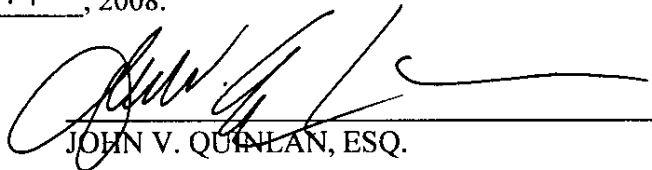
My Commission No.: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent for **REEDER COMMERCIAL REAL ESTATE, INC.**, a Florida corporation, and agree to act in this capacity.

DATED this 23rd day of April, 2008.



JOHN V. QUINLAN, ESQ.

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