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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

M. Thomas MAR 20 2008

Aballi
Milne
Kalil &
Escagedo, P.A.
Counsellors at Law

February 14, 2008

Via FedEx Priority Overnight

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

Re: Public Works L.L.C.

Dear Sir or Madam:

Enclosed please find our firm's check no.15962 in the amount of \$35.00, as well as the "Certificate of Formation" in order to register the above-referenced limited liability company.

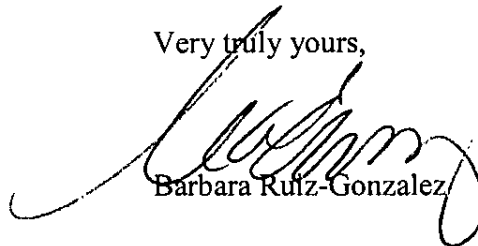
Please return all correspondence concerning this matter to:

Barbara Ruiz-Gonzalez, Esq.
Aballi Milne Kalil & Escagedo, P.A.
2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

If you have any questions or require additional information, please do not hesitate to call me at (305) 372-5929.

Very truly yours,



Barbara Ruiz-Gonzalez

BRG/jb

Enclosures

2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
Telephone (305) 373-6600
Fax (305) 373-7929
www.aballi.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 18, 2008

BARBARA RUIZ-GONZALEZ, ESQ
ONE SOUTHEAST THIRD AVENUE
2250 SUNTRUST INTERNATIONAL CENTER
MIAMI, FL 33131

SUBJECT: PUBLIC WORKS L.L.C.
Ref. Number: W08000008486

We have received your document for PUBLIC WORKS L.L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 908A00010239

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Conversion

For
PUBLIC WORKS CORP.

Into
PUBLIC WORKS, LLC

This Certificate of Conversion is submitted to convert **PUBLIC WORKS CORP.** into **PUBLIC WORKS, LLC** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is **PUBLIC WORKS CORP.**

2. The name of the "Other Business Entity" is **PUBLIC WORKS, LLC.**

3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of Delaware.

4. The above referenced Florida Profit Corporation has converted into a "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity".

5. The plan of conversion was approved by **PUBLIC WORKS CORP.** in accordance with Chapter 607, F.S.

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6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Chapter 607.1112(6), F.S.

7. This conversion shall be effective under the laws governing the "Other Business Entity" on: 1/1/2008.

8. This conversion shall be effective in Florida on: 1/1/2008.

The "Other Business Entity"'s principal office address is 1209 Orange Street, Wilmington, DE 19801.

9. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its Agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under Chapter 607.1301 – 607.1333, F.S.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of Chapter 607.1114 (4), Florida Statutes.

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TALLAHASSEE, FLORIDA

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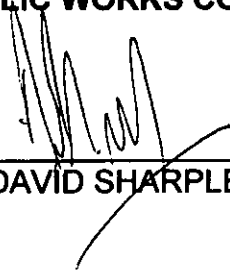
Street Address: One SE Third Avenue, #2250
Miami, Florida 33131

Mailing Address: One SE Third Avenue, #2250
Miami, Florida 33131

10. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Chapter 607.1301 – 607.1333, F.S.

Signed this 8 day of February, 2008.

PUBLIC WORKS CORP.

By: 
DAVID SHARPLES, President

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TALLAHASSEE, FLORIDA

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