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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

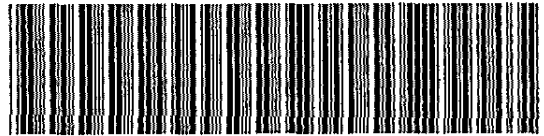
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TALLAHASSEE, FLORIDA

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WAGNER, JOHNSTON & ROSENTHAL, P.C.

ATTORNEYS AT LAW

SUITE 300
5855 SANDY SPRINGS CIRCLE
ATLANTA, GEORGIA 30328

ROGER A. KIRSCHENBAUM
OF COUNSEL

(404) 261-0500
FACSIMILE (404) 261-6779

February 22, 2007

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

RE: J. DYER, L.P. (resulting Florida limited partnership)

The enclosed Certificate of Conversion, Articles of Limited Partnership, and fees are submitted to convert an "Other Organization" into a "Florida Limited Partnership" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Roger A. Kirschenbaum
Wagner, Johnston & Rosenthal, P.C.
Suite 300
5855 Sandy Springs Circle
Atlanta, Georgia 30328

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For further information concerning this matter, please call

Roger A. Kirschenbaum at (404) 261-0500.

Enclosed is a check in the amount of \$1,113.75 for filing fees, certified copy, and certificate of status.

Sincerely,


Roger A. Kirschenbaum, Of Counsel

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

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

J. DYER, Limited Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a: limited partnership
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

on May 28, 2003
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership**:

J. DYER, L.P.

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

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4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 14th day of FEBRUARY, 2007

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

JDR Management, Inc., General Partner

By: Joseph D. Robertson
Joseph D. Robertson, its President

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Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: (\$965 Filing Fee and \$35 Filing Fee)	\$ 1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

FLORIDA LIMITED PARTNERSHIP

OR LIMITED LIABILITY LIMITED PARTNERSHIP

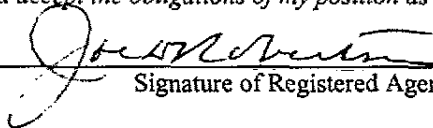
1. J. DYER L.P.
(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP

2. 808 San Fernando Street, Fernandina Beach, Florida 32034
(Street address of initial designated office)

3. Joseph D. Robertson
(Name of Registered Agent for Service of Process)

4. 808 San Fernando Street, Fernandina Beach, Florida 32034
(Florida street address for Registered Agent)

5. I hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

6. 808 San Fernando Street, Fernandina Beach, Florida 32034
(Mailing address of initial designated office)

7. If limited partnership elects to be a limited liability limited partnership, check box

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8. Name and Business Address of each general partner:

Name:

Business Address:

JDR Management, Inc.

808 San Fernando Street
Fernandina Beach, Florida 32034

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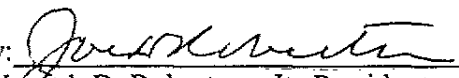
9. Effective date, if other than the date of filing: _____

(Effective dated cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 19th day of FEBRUARY, 2007.

Signature of each general partner:

JDR Management, Inc., General Partner

By: 
Joseph D. Robertson, Its President

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Filing Fees:	\$1,000.00	(\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$ 52.50	
Certificate of Status (optional)	\$ 8.75	