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May 5, 2008

**VIA HAND DELIVERY**

Ms. Ann Cole  
Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Re: Docket No. 080242  
Town and Country Utilities Company;  
Certificate of Conversion  
Our File No. 40050.03

Dear Ms. Cole:

Enclosed for filing in the above referenced docket please find an original and seven (7) copies of the following:

1. Certificate of Conversion for Florida Profit Corporation into "Other Business Entity" for MSKP Town and Country Utility, LLC filed on April 29, 2008 with the Secretary of State
2. Correction to Application for Acknowledgement of Reorganization

Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



John R. Jenkins  
For the Firm

JRJ/kem  
Enclosures

cc: Terry Holihen, Esq. (without enclosure)  
Michael Acosta, P.E. (without enclosure)

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OTH None

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

BEFORE THE PUBLIC SERVICE COMMISSION

In re: Application for acknowledgement )  
of corporate reorganization, )  
conversion to a limited liability )  
corporation, and name change for )  
Town and Country Utilities Company )

Docket No. 080242

CORRECTION TO APPLICATION FOR ACKNOWLEDGEMENT

On April 29, 2008, Town and Country Utilities Company filed its Application for Acknowledgement of Corporate Reorganization, Conversion to a Limited Liability Corporation and Name Change with this Commission ("Application").

The Application identified the corporation to which Town and Country Utilities Company will convert as "MSKP Town and Country LLC."

The correct name of the Company to which Town and Country Utilities Company will convert is "MSKP Town and Country Utility, LLC."

WHEREFORE, Town and Country Utilities Company respectfully requests that the Application be corrected as set forth herein and all further references in this docket to the converted entity shall be to MSKP Town and Country Utility, LLC.

Respectfully submitted this  
5<sup>th</sup> day of May 2008, by:

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FL Bar ID No. 435546

Attorneys for  
Town and Country Utilities Company

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

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

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

TOWN AND COUNTRY UTILITIES COMPANY

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

MSKP TOWN AND COUNTRY UTILITY, LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "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 the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

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 s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: April 29, 2008

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

8. This conversion shall be effective in Florida on: April 29, 2008  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:  
9055 Ibis Boulevard, West Palm Beach, Florida 33412

10. 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 ss. 607.1301-607.1333, Florida Statutes.

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

Street Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

Mailing Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 29 day of April 2008.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Sydney W. Kitson Title: Director

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)