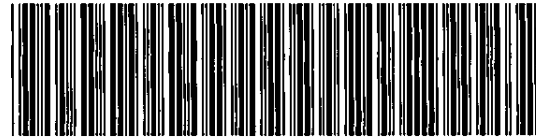


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05/21/07--01012--024 *1061.25

(Requestor's Name)

(Address)

(Address)

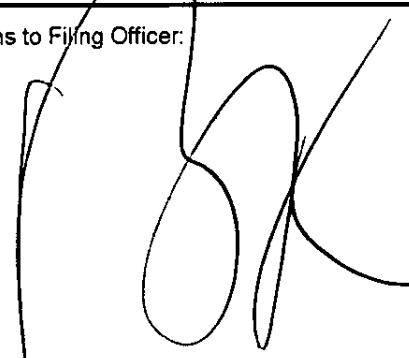
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 MAY 21 AM 11:29

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 21 PM 3:22

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 05/21/2007

REF. #: 000170.68738

CORP. NAME: JTG EQUITIES LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 521357 FOR \$ 1061.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

JTG EQUITIES LIMITED PARTNERSHIP
CERTIFICATE OF CONVERSION

FILED
07 MAY 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.2104 of the Florida Revised Uniform Limited Partnership Act (the "FL Act"), JTG EQUITIES LIMITED PARTNERSHIP, a Nevada limited partnership (the "Partnership"), hereby delivers this CERTIFICATE OF CONVERSION for the purpose of converting the Partnership from a Nevada limited partnership to a Florida limited partnership pursuant to the provisions of Section 620.2102 of the FL Act and Section 92A.105 of the Nevada Revised Statutes (the "NV Act").

1. The Partnership was converted from a Nevada limited partnership, that was formed on December 27, 2002.
2. The name of the converting organization is JTG EQUITIES LIMITED PARTNERSHIP, a limited partnership formed under the laws of the State of Nevada.
3. The conversion was approved as required by the FL Act.
4. The conversion was approved in a manner that complied with the NV Act.

JTG EQUITIES LIMITED PARTNERSHIP,
a Nevada limited partnership

By: JTG EQUITIES, LLC,
a Florida limited liability company,
as General Partner

By: J. Timothy Gannon
Name: J. Timothy Gannon
Title: Manager
Date: 4-24-07

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
07 MAY 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. JTG Equities Limited Partnership

*(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. 2202 N. Westshore Boulevard, 5th Floor, Tampa, FL 33607
(Street address of initial designated office)

3. Joseph Kadow

(Name of Registered Agent for Service of Process)

4. 2202 N. Westshore Boulevard, 5th Floor, Tampa, FL 33607
(Florida street address for Registered Agent)

5. *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 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. 2202 N. Westshore Boulevard, 5th Floor, Tampa, FL 33607
(Mailing address of initial designated office)

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

8. Name and business address of each general partner:

Name:

Business Address:

JTG Equities , LLC

2202 N. Westshore Boulevard

L07000052092

5th Floor, Tampa, FL 33607

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

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

Signed this 24 day of APRIL 2007.

Signature of each general partner:

JTG Equities, LLC

J. Timothy Gannon
By: J. Timothy Gannon, Manager

Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$52.50

Certificate of Status (optional):

\$8.75

Page 2 of 2