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(City/State/Zip/Phone #)

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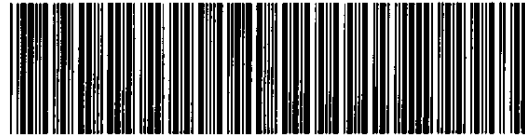
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 15 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FRANKLIN PROPERTIES, LLLP
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

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

Please return all correspondence concerning this matter to:

David A. Holmes, Esquire
Contact Person
Farr Law Firm
Firm/Company
99 Nesbit Street
Address
Punta Gorda, FL 33950
City, State and Zip Code
dholmes@farr.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Lockhart at (941) 6391158 ext. 275
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☐ \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of Status and Certified Copy Certified Copy, and
and \$1,000 - Certificate) Status and Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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CERTIFICATE OF CONVERSION

For

FRANKLIN PROPERTIES, LLP
(Other Business Organization)

Into

FRANKLIN PROPERTIES, LLLP
(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 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 FRANKLIN PROPERTIES, LLP. GPO100001913
LLP010001775
2. The Other Business Entity is a general partnership first organized, formed or incorporated under the laws of the State of Florida on December 14, 2001.
3. The name of the Florida Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership is FRANKLIN PROPERTIES, LLLP.
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. The effective date shall be the date of filing.

Signed this 1st day of September, 2010.



CHRISTOPHER J. CANZANO
General Partner of FRANKLIN PROPERTIES,
LLP



CHRISTOPHER J. CANZANO
General Partner of FRANKLIN PROPERTIES,
LLLP

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CERTIFICATE OF LIMITED PARTNERSHIP

FRANKLIN PROPERTIES, LLLP

On this 1st day of September, 2010, the undersigned, being authorized to form a limited liability limited partnership (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, as amended (the "Act"), hereby certify as follows:

1. **Name and Limited Liability Status.** The name of the Partnership is FRANKLIN PROPERTIES, LLLP. The Limited Partnership elects limited liability limited partnership status.

2. **Registered Agent and Registered Office.** The name and address of the Partnership's registered agent and registered office address as required to be maintained by FLA. STAT. § 620.105 is David A. Holmes, 99 Nesbit Street, Punta Gorda, Florida 33950.

3. **Business Address.** The business and mailing address of the Partnership is 5743 SW 9th Court, Cape Coral, FL 33914

4. **General Partner.** The name and address of the General Partner of the Partnership is:

Christopher J. Canzano
5743 SW 9th Court
Cape Coral, FL 33914

5. **Period of Existence.** The period of existence of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State Corporations Division and shall continue until dissolution January 1, 2108.

6. **Limited Partnership Agreement.** Any limited partnership agreement of the Partnership (the "Limited Partnership Agreement") must be in writing.

7. **Management.** The Partnership shall be managed by its General Partner in accordance with the procedures prescribed in the Limited Partnership Agreement; provided, however, that without prior written consent or authorization by the majority in interest of the Limited Partners of the Partnership, no General Partner shall be authorized to take any action set forth below:

a. commit act in contravention or violation of this certificate of limited partnership or the limited partnership agreement;

b. commit any act which would make it impossible to carry on the ordinary business of the partnership;

c. confess a judgment against the partnership;

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d. possess any partnership property, or assign the rights of the partners in partnership property, for other than a partnership purpose;

e. assign partnership property or assets in trust for creditors or on the basis of an assignee's promise or undertaking to pay the debts or obligations of the partnership;

f. commingle partnership funds with the funds of others, or

g. admit a person or entity as a general partner of the partnership except as provided in the limited partnership agreement.


IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as the General Partner of the Partnership.

GENERAL PARTNER:


CHRISTOPHER J. CANZANO

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability partnership at the place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID A. HOLMES
Registered Agent

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