

APR-11-05 MON 12:18 PM BROAD AND CASSEL

FAX NO. 561 483 7000

P. 01

Division of Corporations

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Florida Department of State

Division of Corporations

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((((H05000088050 3)))

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (BOCA RATON)

Account Number : 076376001555

Phone : (561) 483-7000

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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

PG Conversion, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

05 APR 11 AM 9:30
SERIALS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PG CONVERSION, LTD.
a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is PG CONVERSION, LTD. (the "Partnership").

2. The address of the office of the Partnership is 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

3. The name and address of the agent for service of process on the Partnership is PG Conversion, Inc., 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

4. The name and business address of each general partner is as follows:

PG CONVERSION, INC.
12765 West Forest Hill Boulevard
Suite 1307
Wellington, Florida 33414

POS-53381

5. The mailing address of the Partnership is 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

6. The latest date upon which the Partnership will dissolve is December 31, 2105.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of PG CONVERSION, LTD. this 11th day of April, 2005.

05 APR 11 AM 30
STATE OF FLORIDA
TALLAHASSEE

GENERAL PARTNER:

PG CONVERSION, INC., a Florida corporation

By:

Sheila N. Mead, Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

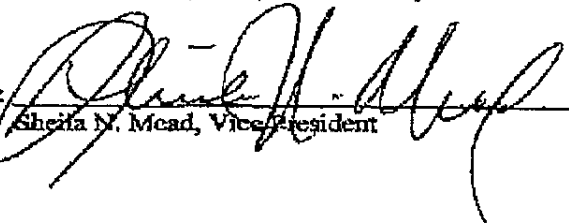
Having been named as registered agent for PG CONVERSION, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Dated: April 11, 2005

PG CONVERSION, INC., a Florida corporation

By:


Sheila N. Mead, Vice President

05 APR 11 AM 9:30
SEC. OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of PG CONVERSION, LTD., a Florida limited partnership, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$0.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 11th day of April, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

GENERAL PARTNER:

PG CONVERSION, INC., a Florida corporation

By: 

Sheila M. Mead, Vice President

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TALLAHASSEE, FLORIDA