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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

CERTIFICATION OF CONVERSION
IS ATTACHED.

From:

Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
Phone : (904)798-3200
Fax Number : (904)798-3260

STATEMENT OF QUALIFICATION
TO FOLLOW

FLORIDA LIMITED PARTNERSHIP

Longleaf Ltd.

Certificate of Status	1
Certified Copy	2
Page Count	05.6
Estimated Charge	\$288.75

2005 OCT 14 A 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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\$20,000.00

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CERTIFICATE OF CONVERSION
OF
LONGLEAF A,
a Florida Partnership
INTO
LONGLEAF LLLP,
A Florida Limited Liability Limited Partnership

The undersigned, in order to convert **LONGLEAF A**, a Florida partnership, into **LONGLEAF LLLP**, a Florida limited liability limited partnership in accordance with Sections 620.8912 and 620.2102 of the Florida Statutes, certifies the following:

1. **LONGLEAF A** has been converted into **LONGLEAF LLLP**, a Florida limited liability limited partnership.
2. The effective date of the conversion is October 14, 2005.
3. The conversion was unanimously approved by all of the partners of **LONGLEAF A**, pursuant to the Florida Revised Uniform Partnership Act of 1995 and the Florida Revised Uniform Limited Partnership Act of 2005.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of conversion, as of the 14 day of October, 2005.

Frances Childress Lee
 Frances Childress Lee (73.90%)

Lewis S. Lee
 Lewis S. Lee, Trustee of the Ann Lee Webb 1988 Trust (5.15%)

Lewis S. Lee
 Lewis S. Lee, Trustee of the George Childress Lee 1988 Trust (5.15%)

Lewis S. Lee
 Lewis S. Lee (4.50%)

Lewis S. Lee
 Lewis S. Lee, Trustee of the Lewis S. Lee, Jr. 1988 Trust (5.15%)

Lewis S. Lee
 Lewis S. Lee, Trustee of the Lenoir Valentine Lee II 1988 Trust (5.15%)

LONGLEAF, INC., a Florida corporation (1.00%)

By: Lewis S. Lee
 Lewis S. Lee
 Its President

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
LONLEAF LTD.**

The undersigned, in order to form a limited partnership (the "Limited Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes and convert a general partnership (the "General Partnership") in accordance with Section 620.8902 of the Florida Statutes, certifies the following:

1. The General Partnership was formed May 27, 2003 and has been converted to a Limited Partnership.

2. The name of the General Partnership is LONLEAF A. GP0300001070

3. The number of votes cast by the partners was unanimous in favor of the conversion from the General Partnership to the Limited Partnership.

4. The name of the Limited Partnership shall be LONLEAF LTD.

5. The street address and mailing address of the principal place of business of the Limited Partnership in the state of Florida is 50 North Laura Street, Suite 3300, Jacksonville, FL 32202.

6. The name and address of the initial registered agent of the Limited Partnership in the state of Florida is Lewis S. Lee.

7. The name and address of the general partner of the Limited Partnership is as follows:

Name(s) of General Partner(s)

Street Address

Longleaf, Inc.

50 North Laura Street, Suite 3300
Jacksonville, FL 32202

8. The term for which the Limited Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2055, unless sooner

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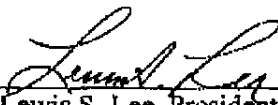
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dissolved in accordance with the then current limited partnership agreement for LONGLEAF A, LTD., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership this 14th day of October, 2005.

LONGLEAF, INC., a Florida corporation
Its General Partner

By: 
Lewis S. Lee, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting all of the general partners of LONGLEAF LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$20,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$20,000.00.

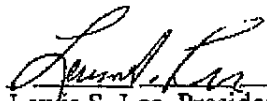
Signed this 14th day of October, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

LONGLEAF, INC., a Florida corporation
Its General Partner

By:


Lewis S. Lee, President

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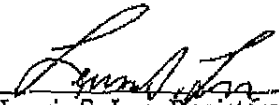
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
LONLEAF LTD.**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, Lewis S. Lee, located at 50 North Laura Street, Suite 3300, Jacksonville, FL 32202, having been named as registered agent to accept service of process upon LONLEAF LTD., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 14th day of October, 2005.



Lewis S. Lee, Registered Agent

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