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(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JLH

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ware Holdings, L.P.
(Name of Resulting Florida Partnership)

The enclosed Certificate of Conversion, Partnership Registration Statement and fee(s) are submitted to convert an "Other Organization" into a Florida Partnership in accordance with s. 620.8914, F.S.

Please return all correspondence concerning this matter to:

David E. Dreyer, Esq.
(Contact Person)

Jones Foster Johnston & Stubbs, P.A.
(Firm/Company)

P.O. Box 3475
(Address)

West Palm Beach, FL 33402
(City, State and Zip Code)

For further information concerning this matter, please call:

Claire A. Dumas, Esq. at (561) 659-3000
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|--|
| <input type="checkbox"/> \$75.00 Filing Fees
(\$25.00 for Conversion
& \$50.00 for Partnership) | <input type="checkbox"/> \$83.75 Filing Fees
and Certificate of
Status | <input checked="" type="checkbox"/> \$127.50 Filing Fees
and Certified Copy | <input type="checkbox"/> \$136.25 Filing Fees,
Certified Copy, 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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TALLAHASSEE, FLORIDA

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida 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 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: Ware Holdings, L.P.
2. The "Other Business Entity" is a Limited Partnership, first organized, formed or incorporated under the laws of the State of Nevada, on December 24, 2003.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership: Ware Holdings, L.P.
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 of this Certificate of Conversion is: upon filing.

[Signature Page Follows]

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Signed this ^{July} 12 day of ~~June~~, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

Ware Investments, LLC,
a Nevada limited liability company

X Nancy Ware Wainwright
By: Nancy Ware Wainwright
Its: Manager/Member

Trust of the Share of the Terminable
Interest Part under the Trust Agreement
dated May 21, 1971, between Willard M.
Ware, as Grantor, and Rhoda C. Ware
and the First National Bank of Miami, as
Trustees, as amended and restated
("QTIP Trust") Set Apart for Nancy Ware
Wainwright, as Manager

By: Bessemer Trust Company of Florida
Its: Trustee


[Signature]
By: [Signature]
Its: [Signature]

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TALLAHASSEE, FLORIDA

Certificate of Limited Partnership
For
Florida Limited Partnership

1. Name of Limited Partnership: Ware Holdings, L.P.
2. Street Address of Initial Designated Office: 222 Royal Palm Way, Palm Beach, Florida 33480.
3. Name of Registered Agent for Service of Process: Jones Foster Services, LLC.
4. Florida Street Address for Registered Agent: 505 S. Flagler Drive, 11th Floor, West Palm Beach, Florida 33401.
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.

Jones Foster Service, LLC, a Florida limited liability company


By: David E. Bowers, Esq.
Its: Manager

6. Mailing Address of Initial Designated Office: c/o Bessemer Trust Company of Florida, 222 Royal Palm Way, Palm Beach, Florida 33480.

7. Name and business address of each general partner:

Ware Investments, LLC, a Nevada limited liability company, P.O. Box 50401, Henderson, Nevada 89016; and

Trust of the Share of the Terminable Interest Part under the Trust Agreement dated May 21, 1971, between Willard M. Ware, as Grantor, and Rhoda C. Ware and the First National Bank of Miami, as Trustees, as amended and restated ("QTIP Trust") Set Apart for Nancy Ware Wainwright, as Manager, 222 Royal Palm Way, Palm Beach, Florida 33480.

8. Effective date: Upon filing.

[Signature Page Follows]

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TALLAHASSEE, FLORIDA

Signed this ____ day of June, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

Ware Investments, LLC,
a Nevada limited liability company

Nancy Ware Wainwright
By: Nancy Ware Wainwright
Its: Manager/Member

Trust of the Share of the Terminable
Interest Part under the Trust Agreement
dated May 21, 1971, between Willard M.
Ware, as Grantor, and Rhoda C. Ware
and the First National Bank of Miami, as
Trustees, as amended and restated
("QTIP Trust") Set Apart for Nancy Ware
Wainwright, as Manager

By: Bessemer Trust Company of Florida
Its: Trustee

[Signature]
By: [Signature]
Its: [Signature]

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