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TALLAHASSEE, FLORIDA

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CONTACT: TRACY SPEAR

DATE: 06/06/07

REF. #: 000672.69652

CORP. NAME: BRABSON, LTD.converting into BRABSON, LLLP

- | | | |
|--|---|--|
| <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 type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 521602 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

CERTIFICATE OF CONVERSION

For

"Other Business Organization"

Into

Florida 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 Section 620.2104, *Florida Statutes*.

FIRST: The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **BRABSON, LTD.** (the "Converting Entity").

SECOND: The Converting Entity is a Texas limited partnership first formed under the laws of the State of Texas on September 26, 1996.

THIRD: The name of the Florida limited liability limited partnership as set forth in the attached Certificate of Limited Partnership is **BRABSON, LLLP**.

FOURTH: The conversion was approved as required by Chapter 620, *Florida Statutes*, and was approved in such a manner that complied with the Converting Entity's governing law.

FIFTH: The effective date of the conversion shall be the date of filing of this Certificate of Conversion and the attached Certificate of Limited Partnership.

The undersigned, constituting all of the General Partners listed in the attached Certificate of Limited Partnership, signed this Certificate of Conversion on the 20 day of May, 2007.


JOHN A. BRABSON, JR.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BRABSON, LLLP**

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership (the "Partnership") under the laws of the State of Florida:

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TALLAHASSEE, FLORIDA

1. **Name of the Partnership.** The name of the Partnership shall be **BRABSON, LLLP.**

2. **Address of Designated Office; Agent for Service of Process.** The records to be kept pursuant to *Florida Statutes* Section 620.1111 shall be located at **100 North Tampa Street, Suite 2175, Tampa, Florida 33602**, and the name of the Partnership's agent for service of process is **F&L Corp, One Independent Drive, Suite 1300, Jacksonville, Florida 32202.**

3. **Name and Address of the General Partner.** The name and address of the General Partner of the Partnership are as follows:

<u>Name</u>	<u>Address</u>
John A. Brabson, Jr.	100 North Tampa Street, Suite 2175, Tampa, Florida 33602

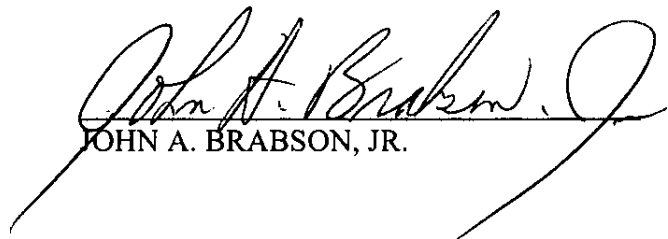
4. **Mailing Address for the Partnership.** The mailing address for the Partnership shall be **100 North Tampa Street, Suite 2175, Tampa, Florida 33602.**

5. **Term.** The term for which the Partnership is to exist shall continue in perpetuity from the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Liability Limited Partnership Agreement for Brabson, LLLP.

6. **Limited Liability Limited Partnership.** The Partnership elects to be a limited liability limited partnership.

DATED this 20 day of May, 2007.

GENERAL PARTNER:


JOHN A. BRABSON, JR.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP

Dated the 4th day of June, 2007

By: Olin G. Shivers
Olin G. Shivers, Vice President