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JB

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November 19, 2007

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

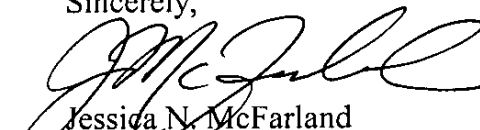
Re: MHCO, LLLP
Our File No. 1095-1

To Whom It May Concern:

Enclosed please find an original and one copy of the **CERTIFICATE OF LIMITED PARTNERSHIP** and **CERTIFICATE OF CONVERSION** and the **PARTNERSHIP REGISTRATION STATEMENT** for **MHCO, LLLP**. Please **FILE THESE DOCUMENTS** and **ISSUE A CERTIFIED COPY OF EACH**. A check in the amount of \$1,207.50 for the applicable fees is enclosed.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at (850) 577-9090, when the certified copies are ready to be picked up. Thank you for your assistance in this matter.

Sincerely,


Jessica N. McFarland
Legal Assistant

Enclosures

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Certificate of Conversion
For
"Other Business Organization"
Into

Florida Limited Partnership or 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 Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104 and 620.8914, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

M&H Company #GP0700001705

2. The "Other Business Entity" is a general partnership, first organized, formed or incorporated under the laws of Pennsylvania on January 3, 1978. The chief executive office of the partnership is Florida and the general partners agree that the partnership is now governed by the laws of the State of Florida.

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership**:

MHCO, 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. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein).

Signed this ^{7th}16 day of November, 2007.

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

Marc Katzen
Marc Katzen

Henrietta Katzen
Henrietta Katzen

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. Name of Limited Liability Limited Partnership, including suffix.

MHCO, LLLP

2. Street address of initial designated office

1900 Summit Tower Boulevard
Suite 130
Orlando, FL 32810

3. Name of Registered Agent for Service of Process

Pamela O. Price

4. Street Address for Registered Agent

301 East Pine Street, Suite 1400
Orlando, FL 32801

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.


Signature of Registered Agent

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6. Mailing address of initial designated office.

1900 Summit Tower Boulevard
Suite 130
Orlando, FL 32810

7. If limited partnership elects to be a limited liability limited partnership, check box ☒
This partnership elects to be a limited liability limited partnership.

8. Name and business address of each general partner:

Name:

Business Address:

Marc Katzen

1900 Summit Tower Boulevard
Suite 130
Orlando, FL 32810

Henrietta Katzen

1900 Summit Tower Boulevard
Suite 130
Orlando, FL 32810

9. Effective date, if other than the date of filing: _____

Signed this 16th day of November, 2007.

Signature of each general partner:



Marc Katzen



Henrietta Katzen

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