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DIVISION DE CARRATIONS

TALLAHASSEE, FLORIDA

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B. KOHR
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**EXAMINER** 

OB JAN 22 AM 10: 26
SECRETARY OF STATE

CORPDIRECT AGE 515 EAST PARK AVI TALLAHASSEE, FL 222-1173	ENUE	merly CCRS)	
FILING COVER S ACCT. #FCA-14	SHEET		0. 1
CONTACT:	ASHLEY S	<u>MITH</u>	A SECRETARIO SE SE SE SE DADE
DATE:	<u>01-22-2008</u>		
REF. #:	000170.8030	<u>)4</u>	To all the
CORP. NAME:	SME INVE	STMENTS LIMITED PARTNERS	SHIP
( ) ARTICLES OF INCO	RPORATION	( ) ARTICLES OF AMENDMENT	( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT		( ) TRADEMARK/SERVICE MARK	( ) FICTITIOUS NAME
( ) FOREIGN QUALIFIC	CATION	( ) LIMITED PARTNERSHIP	( ) LIMITED LIABILITY
( ) REINSTATEMENT		( ) MERGER	( ) WITHDRAWAL
( ) CERTIFICATE OF C	ANCELLATION		
(XX) OTHER: CERTIF	ICATE OF CON	VERSION	
STATE FEES PR	REPAID W	тн снеск# 74660	FOR \$ <u>1061.25</u>
<b>AUTHORIZATI</b> (	ON FOR A	CCOUNT IF TO BE DEBITE	D:
		COST LII	MIT: \$
PLEASE RETUR	RN:		
( ) CERTIFIED COPY		ERTIFICATE OF GOOD STANDING	(XX) PLAIN STAMPED COPY

Examiner's Initials



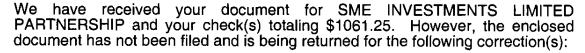
### FLORIDA DEPARTMENT OF STATE Division of Corporations

January 23, 2008

ASHLEY SMITH CORPDIRECT AGENTS TALLAHASSEE, FL

SUBJECT: SME INVESTMENTS LIMITED PARTNERSHIP

Ref. Number: W08000003678



Please note that we have RETAINED your \$1,061.25 payment.

The name SME INVESTMENTS LIMITED PARNTERSHIP is not available because it is too similar to the name of an existing Florida corporation -- document number P98000081268.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

### Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr Regulatory Specialist II

Letter Number: 008A00004793

PLEASE GIVE ORIGI

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

### Certificate of Conversion

### "Other Business Organization"

Into

# SECRETARIA OF STORES 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, Florida Statutes.

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

### SME Investments Limited Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a <u>limited</u> partnership

(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Nevada

(Enter state, or if a non-U.S. entity, the name of the country)

on September 26, 2000

(Enter date "Other Business Entity" was first organized, formed or incorporated)

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

### Esrick Investments Limited Partnership

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 6 such a manner that complied with the converting organization		
5. If not effective on the date of filing, enter the effective	date	: .
(The effective date: 1) cannot be prior to nor more that document is filed by the Florida Department of State; the effective date listed in the attached Certificate of Lieffective date is listed therein.)	n 90 ANE	days after the date this 2 2) must be the same as
Signed this 18 th day of January	2	.080
Signature of Each General Partner Listed in Attached Cert ESRICK ENTERPRISES, INC.	ifica	ate of Limited Partnership:
by: Steven M. Esrick, President		
Fees:		
Certificate of Conversion: Fees for Florida Certificate of Limited Partnership: (\$965 Filing Fee and \$35 Filing Fee)	\$ \$1	52.50 ,000.00
Certified Copy:	\$	52.50 (Optional)
Certificate of Status:	\$	8.75 (Optional)

### CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP

de suffix)

Esrick Investments Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

2.	17633 Gunn Highway, #241	15 %
_	(Street address of initial designated office)	[C ]
	Odessa, Florida 33556	200
3.	Steven M. Esrick	SAN E G
_	(Name of Registered Agent for Service of Process)	70 <b>2</b>
4	17633 Gunn Highway, #241	SATE 6
_	(Florida street address for Registered Agent)	7
	Odessa, Florida 33556	

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

17633 Gunn Highway, #241

(Mailing address of initial designated office)

Odessa, Florida 33556

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

8. Name and business address of each general partner: Name: **Business Address:** 17633 Gunn Highway, #241 Esrick Enterprises, Inc. Odessa, Florida 33556 PUSU U UU 07 7 U 3 9. Effective date, if other than the date of filing:\_ (Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.) \_\_\_<sub>day of</sub>\_January 2008 Signed this Signature of each general partner: ESRICK ENTERPRISES, INC. by: Steven M. Esrick, President Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee) Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75

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