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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

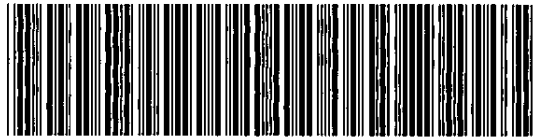
Special Instructions to Filing Officer:

L. SELLERS

MAR 11 2009

EXAMINER

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TALLAHASSEE FLORIDA



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March 3, 2009

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

Re: VCG Investments LLC/VCG Investments LP

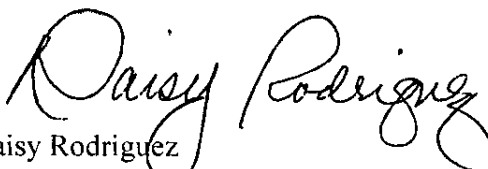
Dear Sir or Madam:

Enclosed for filing please find a Certificate of Conversion for FL Limited Liability Company into FL Limited Partnership and our check in the amount of \$1,025.00 to cover the filing fees.

If you have any questions with respect to the foregoing, please contact the undersigned at (561) 883-8973.

Very truly yours,

BROAD AND CASSEL


Daisy Rodriguez
Legal Secretary

Enclosures

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA LIMITED PARTNERSHIP**

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following Florida Limited Liability Company into a Florida Limited Partnership in accordance with Section 620.2104, Florida Statutes.

1. The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is VCG INVESTMENTS LLC.

2. VCG INVESTMENTS LLC is a limited liability company first organized and formed under the laws of the State of Florida on November 18, 2003.

3. The name and address of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is VCG INVESTMENTS LP, 4925 West Leitner Drive, Coral Springs, Florida 33067.

4. The plan of conversion and this conversion were approved as required by Chapter 620, Florida Statutes, and Chapter 608, Florida Statutes. The written consent of each member of VCG INVESTMENTS LLC has consented to the plan of conversion and this conversion.

5. VCG INVESTMENTS LP has agreed to pay any members of VCG INVESTMENTS LLC having appraisal rights the amount to which such members are entitled pursuant to Chapter 608, Florida Statutes.

6. The conversion shall be effective on the date of filing.

Signed this 27th day of February, 2009.

VCG GENERAL PARTNER, INC.,
a Florida corporation,
General Partner of VCG Investments LP

By: _____

Jeffrey I. Sherrin, President

VCG INVESTMENTS LLC,
a Florida limited liability company

By: _____

Jeffrey I. Sherrin, Manager

#242318

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TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
VCG INVESTMENTS LP
a Florida limited liability limited partnership

The undersigned general partner desiring to form a limited liability limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited liability limited partnership is VCG INVESTMENTS LP (the "Partnership").
2. The address of the office of the Partnership is 4925 West Leitner Drive, Coral Springs, Florida 33067.
3. The name and address of the agent for service of process on the Partnership is:

BCRA, LLC 7777 Glades Road, Suite 300
Boca Raton, Florida 33434
4. The mailing address of the Partnership is 4925 West Leitner Drive, Coral Springs, Florida 33067.
5. The name and business address of the sole general partner is VCG GENERAL PARTNER, INC., a Florida corporation, 4925 West Leitner Drive, Coral Springs, Florida 33067.
6. The effective date of this Certificate of Limited Partnership shall be the date of filing.

This Certificate of Limited Partnership has been executed by the sole general partner of the Partnership this 27th day of February, 2009.

GENERAL PARTNER:

VCG GENERAL PARTNER, INC.,
a Florida corporation

By: 
Jeffrey L. Sherrin, President

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TALLAHASSEE FLORIDA


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VCG INVESTMENTS LP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Dated this 27th day of February, 2009.

BCRA, LLC,
a Florida limited liability company,
Registered Agent

By: _____


David J. Powers, Manager