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TALLAHASSEE, FLORIDA

J. BRYAN

DEC 11 2009

EXAMINER

DEPARTMENT OF STATE  
FILING COVER SHEET

Date:

12/11/09

Requestor Name:

Carlton Fields

Address:

Post Office Box 190  
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Kim Pullen (261)

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TALLAHASSEE, FLORIDA

Conversion:

Corporation Name:

SB Investments of Clearwater, LLC  
→ SB Investments of Clearwater, LLP

Entity Number (if applicable):

LO9000089781

Authorization:

Kim Pullen

☐ Certified Copy (1-9)

☒

Plain Copy

☐ UCC'S

☐ Certificate of Status

( ) Call When Ready

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✓	NEW FILINGS/OTHER FILINGS	✓	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

CF Internal Use Only

Client:

01090

Matter:

47090

TAL#501656.02

**CERTIFICATE OF CONVERSION  
OF  
SB INVESTMENTS OF CLEARWATER, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
SB INVESTMENTS OF CLEARWATER, LLLP,  
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

This **CERTIFICATE OF CONVERSION** is submitted to convert the following Florida limited liability company into a Florida limited liability limited partnership in accordance with Sections 608.4401 and 620.2102 of the Florida Statutes:

1. The name of the converting limited liability company is **SB INVESTMENTS OF CLEARWATER, LLC**, and its Florida document number is L09000089781. SB Investments of Clearwater, LLC, was organized in Florida on September 16, 2009.

2. The name of the converted entity as set forth in the Certificate of Limited Partnership is **SB INVESTMENTS OF CLEARWATER, LLLP**, a limited liability limited partnership organized and existing under the laws of the State of Florida.

3. SB Investments of Clearwater, LLC, has converted into SB Investments of Clearwater, LLLP, in compliance with Chapters 620 and 608 of the Florida Statutes, which govern Florida limited partnerships and Florida limited liability companies.

4. The plan of conversion was approved by SB Investments of Clearwater, LLLP, in accordance with Chapter 620 of the Florida Statutes.

5. The plan of conversion was approved by SB Investments of Clearwater, LLC, in accordance with Chapter 608 of the Florida Statutes.

6. The principal office address of SB Investments of Clearwater, LLLP, is 2535 Success Drive, Odessa, Florida 33556.

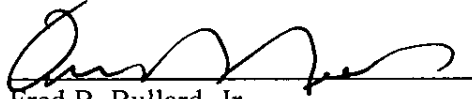
7. SB Investments of Clearwater, LLC, has agreed to pay to any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 through 608.43595 of the Florida Statutes.

8. This conversion shall be effective on the date of filing this Certificate of Conversion with the Florida Department of State.

**[SIGNATURES APPEAR ON THE NEXT PAGE]**

GENERAL PARTNER:  
**SB INVESTMENTS GP, INC.**

By:



Fred B. Bullard, Jr.,  
its President

(CORPORATE SEAL)

CONVERTING COMPANY:  
**SB INVESTMENTS OF  
CLEARWATER, LLC**

By:



Fred B. Bullard, Jr.,  
its Manager

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SB INVESTMENTS OF CLEARWATER, LLLP**

**THIS CERTIFICATE OF LIMITED PARTNERSHIP OF SB INVESTMENTS OF CLEARWATER, LLLP**, is made this 9<sup>th</sup> day of December, 2009, by **SB INVESTMENTS GP, INC.**, a corporation organized and existing under the laws of the State of Florida, which is the sole general partner of **SB INVESTMENTS OF CLEARWATER, LLLP**, a limited liability limited partnership organized and existing under the laws of the State of Florida, (the "Partnership"). The undersigned certifies as follows:

1. The name of the Partnership is SB Investments of Clearwater, LLLP.
2. The street and mailing address of the designated office required to be maintained by the Partnership in Florida pursuant to Section 620.1114 of the Florida Statutes is 2535 Success Drive, Odessa, Florida 33556.
3. The name of the registered agent for service of process is **CFRA, LLC**, a limited liability company organized and existing under the laws of the State of Florida, and its address is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607.
4. The name of the sole general partner of the Partnership is SB Investments GP, Inc., a corporation organized and existing under the laws of the State of Florida, and its business address is 2535 Success Drive, Odessa, Florida 33556. #P09000099526
5. The Partnership is a limited liability limited partnership.
6. This Certificate of Limited Partnership is made in accordance with Section 620.1201 of the Florida Statutes.

**GENERAL PARTNER:**

**SB INVESTMENTS GP, INC.**

By: \_\_\_\_\_

Fred B. Bullard, Jr.,  
its President

(CORPORATE SEAL)

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### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Partnership, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated December 9, 2009.

### REGISTERED AGENT:

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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TALLAHASSEE, FLORIDA