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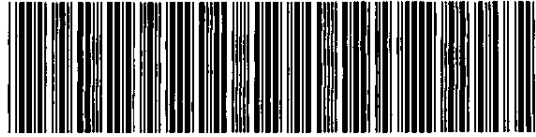
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TALLAHASSEE, FLORIDA

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FILE NO.: 045358.108620

April 7, 2010

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Conversion – Southeby Partners, L.P.

To Whom It May Concern:

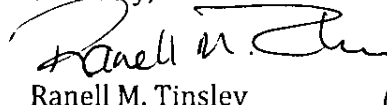
The enclosed Certificate of Conversion, Certificate of Limited Partnership and fees are submitted to convert Southeby Partners, L.P., a Texas limited partnership ("Other Organization") into a "Florida Limited Partnership" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Ranell M. Tinsley
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756

Enclosed is a check for \$1,061.25; this amount is to cover the cost of filing fees and a certified copy. For further information concerning this matter, please call myself at (727) 461-1818 extension 2153.

Sincerely,



Ranell M. Tinsley
Corporate Paralegal

:rmt
Enclosures
#523277v1

**CERTIFICATE OF CONVERSION
FOR
SOUTHEBY PARTNERS, L.P.,
a Texas limited partnership
("Other Business Organization")
INTO
SOUTHEBY PARTNERS, L.P.,
a Florida limited partnership**

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Organization" into SOUTHEBY PARTNERS, L.P. in accordance with Section 620.2104, Florida Statutes.

1. The name of the "Other Business Organization" immediately prior to the filing of this Certificate of Conversion is Southeby Partners, L.P., a Texas limited partnership.
2. The "Other Business Organization" is a limited partnership first organized, formed or incorporated under the laws of the State of Texas on July 1, 2000.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is Southeby Partners, L.P.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 6th day of April, 2010.

SOUTHEBY PARTNERS, L.P.,
a Texas limited partnership

By: Lori M. Findley, President of
Its: gen partner

SOUTHEBY PARTNERS, L.P.,
a Florida limited partnership

By: William Findley, V.P. of
Its: gen partner

#522655v1

Prepared By:

Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0861677

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
A FLORIDA LIMITED PARTNERSHIP**

1. The name of the Partnership is Southeby Partners, L.P.
2. The mailing address and address of the principal place of business of the Partnership is 1805 SE 16th Avenue, #1302, Ocala, Florida 34471.
3. The name and address of the agent for service of process on the Partnership are:

Michael G. Little
911 Chestnut Street
Clearwater, Florida 33756

4. The name and business address of sole General Partner are:

Pacific Arches Corporation
1805 SE 16th Avenue, #1302
Ocala, Florida 34471

5. The Effective Date shall be the date this certificate is filed with the state of Florida.

The execution of this Certificate by the undersigned sole General Partner constitutes an affirmation under the penalties of perjury that the facts states herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of SOUTHEBY PARTNERS, L.P. this 07th day of April, 2010.

GENERAL PARTNER:

PACIFIC ARCHES CORPORATION,
a Texas corporation

By: Lori M. Finley
Its: President

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