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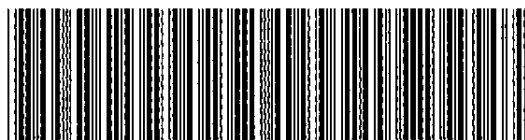
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FILED
10 JUL 12 PM 12:15
FBI - MEMPHIS

S. HAWKES

JUL 13 2010

EXAMINER

SMITH HULSEY & BUSEY

July 6, 2010

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

Re: Conversion of Sandstone Properties, Inc. and Roberts Sand Company, Inc.

Dear Sir or Madam:

Enclosed is a Partnership Registration Statement, a Certificate of Conversion and a Certificate of Limited Partnership to convert Sandstone Properties, Inc., a Florida corporation, into Sandstone Properties, LLLP, a Florida limited liability limited partnership and to convert Roberts Sand Company, Inc., a Florida corporation, into Roberts Sand Company, LLLP, a Florida limited liability limited partnership. Also enclosed is a check in the amount of \$2,205.00 for the filing fee.

Please call me at (904) 359-7810 if you have any questions regarding this filing.

Sincerely,


Joni A. Reiser

Enclosures

00712100

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315
OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

CERTIFICATE OF CONVERSION

for the conversion of

SANDSTONE PROPERTIES, INC.,
(a Florida Corporation)

into

SANDSTONE PROPERTIES, LLLP,
(a Florida Limited Liability Limited Partnership)

FILED
10 JUL 12 PM 12:15
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted for the conversion of **SANDSTONE PROPERTIES, INC.,** a Florida Corporation (the "Corporation") into **SANDSTONE PROPERTIES, LLLP,** a Florida Limited Liability Limited Partnership (the "Partnership") in accordance with Section 607.1113, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Sandstone Properties, Inc.
2. The Corporation was first incorporated under the laws of the State of Florida on March 26, 1984.
3. The name of the Partnership is Sandstone Properties, LLLP, a Limited Liability Limited Partnership organized under the laws of the State of Florida.
4. The Corporation has converted into the Partnership in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapters 607 and 620, Florida Statutes.
6. The principal office is located at 1712 Silver Lake Road, Tallahassee, Florida 32310.
7. This Certificate of Conversion shall be effective as of the date of filing.
8. Sandstone Properties, LLLP has agreed to pay to any Shareholder of the Corporation having appraisal rights the amount to which such Shareholders are entitled under Sections 607.1301 – 607.1323, Florida Statutes.

Dated this 19 day of April, 2010.

SANDSTONE PROPERTIES, INC.,

By: Michael W. Roberts
Michael W. Roberts, President

SANDSTONE PROPERTIES, LLLP,

By: Michael W. Roberts
Michael W. Roberts, General Partner

By: Brenda Roberts Francis
Brenda Roberts Francis, General Partner

By: Kathy Roberts Cocciolone
Kathy Roberts Cocciolone, General Partner

00699666

FILED
10 JUL 12 PM 12:15
SANDSTONE PROPERTIES, LLLP

**CERTIFICATE OF LIMITED LIABILITY
LIMITED PARTNERSHIP
OF
SANDSTONE PROPERTIES, LLLP**

FILED
10 JUL 12 PM 12:15
CLERK OF DISTRICT COURT
JUL 12 2010

The undersigned who are all of the general partners of SANDSTONE PROPERTIES, LLLP (the "Partnership"), hereby adopt the following Certificate of Limited Liability Limited Partnership under the Florida Revised Uniform Limited Partnership Act.

ARTICLE I - NAME

The name of the Partnership is Sandstone Properties, LLLP.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Partnership is 1712 Silver Lake Road, Tallahassee, Florida 32310.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Michael W. Roberts and 1712 Silver Lake Road, Tallahassee, Florida 32310.

ARTICLE IV - LIMITED LIABILITY ELECTION

The Partnership hereby elects to be a limited liability limited partnership.

ARTICLE V - GENERAL PARTNERS


The names and mailing addresses of the general partners of the Partnership are as follows:

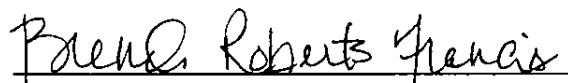
<u>NAME</u>	<u>ADDRESS</u>
Michael W. Roberts	3038 W. Lakeshore Drive Tallahassee, Florida 32312
Kathy Roberts Cocciolone	6101 34 th Street W. #31H Bradenton, Florida 34210
Brenda Roberts Francis	215 Meadow Ridge Drive Tallahassee, Florida 32312

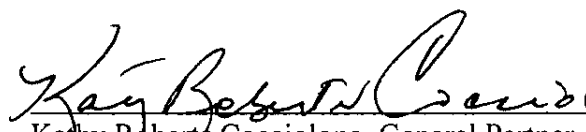
ARTICLE VI – EFFECTIVE DATE

This Certificate of Limited Liability Limited Partnership shall be effective as of the date of filing.

IN WITNESS WHEREOF, the undersigned general partners have executed the foregoing Certificate of Limited Liability Limited Partnership on this 19 day of April, 2010.


Michael W. Roberts, General Partner


Brenda Roberts Francis, General Partner


Kathy Roberts Cocciolone, General Partner

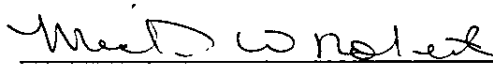
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10 JUL 12 PM 12:15
NOTARY PUBLIC
STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability limited partnership is SANDSTONE PROPERTIES, LLLP.
2. The name and mailing address of the registered agent are Michael W. Roberts and 1712 Silver Lake Road, Tallahassee, Florida 32310.

Having been named as registered agent and to accept service of process for the above stated limited liability limited partnership at the place designated in this certificate, Michael W. Roberts hereby accepts the appointment as registered agent and agrees to act in this capacity. Michael W. Roberts further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 620, F.S.



Michael W. Roberts

Date: April 19, 2010.

FILED
10 JUL 12 PM 12:15
TALLAHASSEE, FLORIDA