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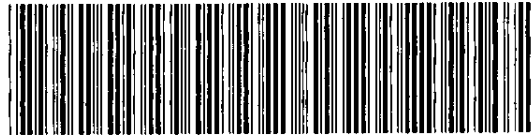
(Business Entity Name)

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DATE: 08-18-10

NAME: ETC PARTNERS LP

TYPE OF FILING: CONVERSION

COST: \$1,113.75

RETURN: CERTIFIED COPY AND CERTIFICATE OF STATUS

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AUTHORIZATION: ABBIE/PAUL HODGE

**CERTIFICATE OF CONVERSION
FOR
ETC PARTNERS, L.P., A TEXAS LIMITED PARTNERSHIP,
INTO
A FLORIDA LIMITED PARTNERSHIP**

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This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" (a Texas Limited Partnership) into a Florida Limited Partnership in accordance with Section 620.2104, FLORIDA STATUTES.

308000000023

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: ETC Partners, L.P.
2. The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of the State of Texas on December 28, 2001.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership:

ETC Partners, L.P.

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

Signed this 12th day of July, 2010.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership and Required Signature on behalf of Other Business Entity:

ETC PARTNERS MANAGEMENT, INC., GENERAL PARTNER

Signature: _____

By: CROLEY W. GRAHAM, JR.

Its: President

**ADDENDUM TO
CERTIFICATE OF CONVERSION
FOR
ETC PARTNERS, L.P., A TEXAS LIMITED PARTNERSHIP,
INTO
A FLORIDA LIMITED PARTNERSHIP**

1. Croley W. Graham, Jr., as President of ETC Partners Management, Inc., general partner of ETC Partners, L.P. ("Other Business Entity"), is, in such capacity, duly authorized to sign on behalf of Other Business Entity and has signed on behalf of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion of ETC Partners, L.P.
2. Croley W. Graham, Jr., as President of ETC Partners Management, Inc., general partner of ETC Partners, L.P. ("Resulting Business Entity"), is, in such capacity, duly authorized to sign on behalf of Resulting Business Entity and has signed on behalf of the "Resulting Business Entity" the attached Florida Certificate of Limited Partnership of ETC Partners, L.P.

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
ETC PARTNERS, L.P.,
A FLORIDA LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
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1. The name of the Limited Partnership is: ETC Partners, L.P.
2. The street address of the office of the Limited Partnership is as follows:

101 North Woodland Blvd., Suite 30
DeLand, FL 32720
3. The name and address of the Registered Agent for Service of Process (whose consent to appointment is set forth below) are as follows:

Janet E. Martinez, P. A.
203 East Rich Avenue
DeLand, Florida 32724
4. The Limited Partnership's mailing address is:

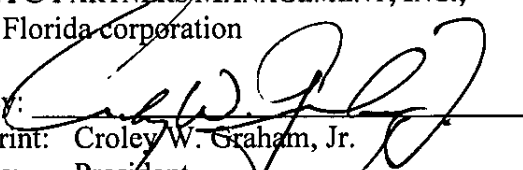
101 North Woodland Blvd., Suite 30
DeLand, FL 32720
5. The name and business address of every General Partner is as follows:

ETC Partners Management, Inc.
101 North Woodland Blvd. P 10000068076
DeLand, FL 32720

This Certificate of Limited Partnership has been executed on behalf of the sole General Partner of **ETC PARTNERS, L.P.** this 17th day of July, 2010.

GENERAL PARTNER

ETC PARTNERS MANAGEMENT, INC.,
a Florida corporation

By: 
Print: Croley W. Graham, Jr.
Its: President

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT FOR SERVICE OF PROCESS FOR
ETC PARTNERS, L.P.**

The undersigned, a Florida professional association, does hereby accept the designation by the above named Limited Partnership as its Registered Agent for Service of Process and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the property and complete performance of its duties and is familiar with and accepts the obligations of its position as Registered Agent.

JANET E. MARTINEZ, P. A.
a Florida Professional Association

By: 
Print: Janet E. Martinez
Its: President