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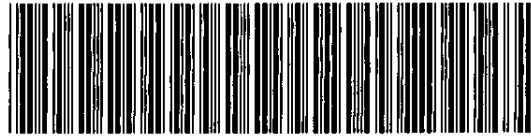
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EXAMINER



900188001459

EFFECTIVE DATE 12/31/2010

FILED
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DIVISION OF CORPORATIONS
10 DEC 30 AM 10:52



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 12/31/2010

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10 DEC 30 AM 10:52

ACCOUNT NO. : I20000000195
REFERENCE : 628084 4352702
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ *[Signature]* ?

ORDER DATE : December 29, 2010

ORDER TIME : 4:43 PM

ORDER NO. : 628084-005

CUSTOMER NO: 4352702

CONVERSION

NAME: INCHIQVIN FAMILY LIMITED PARTNERSHIP
- INTO -

INCHIQVIN FAMILY LIMITED PARTNERSHIP, LLLP

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

12/31/2010

FILED
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**CERTIFICATE OF CONVERSION
FOR
INCHQUIN FAMILY LIMITED PARTNERSHIP
a Rhode Island limited partnership
INTO
INCHQUIN FAMILY LIMITED PARTNERSHIP, LLLP
a Florida limited liability limited partnership**


This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert Inchiquin Family Limited Partnership, a Rhode Island limited partnership into Inchiquin Family Limited Partnership, a Florida limited liability limited partnership in accordance with F.S. § 620.2104.

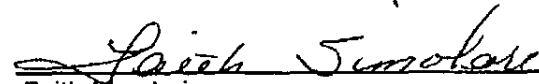
1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is: **INCHQUIN FAMILY LIMITED PARTNERSHIP** (the "Converting Entity").
2. The "Converting Entity" is a **limited partnership** first formed under the laws of the State of **Rhode Island** on **December 15, 1995**, **Identification No. 000087340**, and the jurisdiction has not been changed.
3. The name of the Florida limited liability limited partnership as set forth in the attached Certificate of Limited Partnership is: **INCHQUIN FAMILY LIMITED PARTNERSHIP, LLLP** (the "Converted Entity").
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.
5. A Plan of Conversion for the Converting Entity was duly authorized and approved.
6. The effective date of the conversion is **December 31, 2010**.

In witness whereof, the undersigned have executed this Certificate of Conversion effective as of the 31st day of December 2010.

INCHQUIN FAMILY LIMITED PARTNERSHIP,
a Rhode Island limited partnership

INCHQUIN FAMILY LIMITED PARTNERSHIP, LLLP,
a Florida limited liability limited partnership


Faith Simolari
As its General Partner


Faith Simolari
As its General Partner

PLAN OF CONVERSION

THIS PLAN OF CONVERSION ("Conversion Plan") is made and adopted effective as of December 31, 2010, by Inchiquin Family Limited Partnership, a Rhode Island limited partnership (the "Converting Entity").

RECITALS:

WHEREAS, the Converting Entity has determined that the conversion of the Converting Entity from a Rhode Island limited partnership to a Florida limited liability limited partnership (the "Conversion"), upon the terms and subject to the conditions set forth in this Conversion Plan is in the best interest of the Converting Entity;

WHEREAS, the Conversion has been endorsed and approved by the unanimous written consent of the Partners of the Converting Entity; and

WHEREAS, the Converting Entity desires to adopt this Conversion Plan to evidence the terms and conditions upon which the Conversion will be consummated.

NOW, THEREFORE, the Converting Entity makes and adopts the following Conversion Plan:

1. **Converting Entity.** The Converting Entity, Inchiquin Family Limited Partnership, is a Rhode Island limited partnership.
2. **Converted Entity.** The name of the converted entity is: Inchiquin Family Limited Partnership, LLLP, a Florida limited liability limited partnership (the "Converted Entity").
3. **Terms of Conversion.** The Conversion shall be effective December 31, 2010 (the "Effective Date"). On the Effective Date:
 - (a) The organizational form of the Converting Entity shall be converted from a limited partnership to a limited liability limited partnership.
 - (b) The Converting Entity is continuing its existence in the organizational form of the Converted Entity, a limited liability limited partnership.
4. **Certificate of Limited Partnership.** The Certificate of Limited Partnership of the Converted Entity is attached to this Conversion Plan as Exhibit A.
5. **Manner of Converting Shares and Options.** The manner and basis of converting the partnership interests of the Converting Entity is as follows:

Without further acts or actions on the part of any person, the Partners' partnership interests in the Converting Entity will convert on a pro rata basis to identical partnership interests in the Converted Entity.
6. **Approval and Authorizations.** This Conversion Plan has been approved by all of the Partners of the Converting Entity. Faith Simolari, as the General Partner, is hereby authorized to execute the Certificate of Conversion and Plan of Conversion.

EFFECTIVE DATE 12/31/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 30 AM 10:52

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
INCHIQIN FAMILY LIMITED PARTNERSHIP, LLLP
a Florida limited liability limited partnership**

The undersigned General Partner desires to form a limited liability limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005 as set forth in Chapter 620, Part I, Florida Statutes, and hereby states the following:

1. The name of the limited partnership is **Inchiquin Family Limited Partnership, LLLP** (the "Partnership").
2. The street address of the initial designated office of the Partnership is **393 N. Point Road, #701 Osprey, Florida 34229**
3. The mailing address of the Partnership is **393 N. Point Road, #701 Osprey, Florida 34229.**
4. The name and business address of the General Partner is **Faith Simolari**, whose address is **393 N. Point Road, #701 Osprey, Florida 34229.**
5. The name and street address of the registered agent for service of process on the Partnership in Florida is **Cross Street Corporate Services, LLC, 200 South Orange Avenue, Sarasota, Florida 34236.**
6. The Partnership hereby elects to be a limited partnership and the suffix adopted for; therefore, the name of the Partnership upon this filing shall be:


INCHIQIN FAMILY LIMITED PARTNERSHIP, LLLP

7. The Partnership's existence shall begin at the date of the formation of the Converting Entity, which is: December 15, 1995. The Conversion will be effective on December 31, 2010.
8. This Certificate of Limited Partnership may be amended in the manner provided in the Agreement of Limited Partnership.

Under penalties of perjury, I declare that I have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct.

In witness whereof, the undersigned has executed this Certificate of Limited Partnership effective as of the 31st day of December 2010.

GENERAL PARTNER:


Faith Simolari

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent, 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.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: 

Thomas J. McLaughlin
As a Vice President