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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 MAR 31 PM 12:02

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C. LEWIS

APR 1 2011

EXAMINER



March 30, 2011

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

via Federal Express

Re: WT, LLC

To Whom It May Concern:

The enclosed Certificate of Conversion, Certificate of Limited Partnership and fees are submitted to convert WT, LLC, a Florida limited liability company, into a Florida Limited Liability Limited Partnership in accordance with Section 608.4403 of the Florida Statutes.

If you require any additional information, please contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'Patrick M. Whitehead', is written over a horizontal line.

Patrick M. Whitehead, Esq.

Enclosures

CERTIFICATE OF CONVERSION

**For
WT, LLC,
A Florida Limited Liability Company,
Into
WT, LLLP,
A Florida Limited Liability Limited Partnership**

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SECRETARY OF STATE
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 Section 608.4403 of the Florida Statutes.

1. The name of the Florida limited liability company converting into a Florida limited liability limited partnership is:

WT, LLC

2. The name of the Florida limited liability limited partnership is:

WT, LLLP

3. WT, LLLP is a limited liability limited partnership created and organized under the laws of the State of Florida.
4. WT, LLC has converted into WT, LLLP in compliance with Chapter 608 of the Florida Statutes, and the conversion complies with the Florida Revised Uniform Limited Partnership Act of Florida Statutes, Chapter 620, Part I, governing limited liability limited partnerships. *WT, LLC was Filed 11-3-2010*
5. The plan of conversion was approved by WT, LLC in accordance with Chapter 608 of the Florida Statutes.
6. The written consent of each Member of WT, LLC who, as a result of the conversion, is now a General Partner of WT, LLLP, was obtained pursuant to Section 608.4402(2) of the Florida Statutes.
7. This conversion shall be effective under the laws governing WT, LLLP; those being, the Florida Revised Uniform Limited Partnership Act of Florida Statutes, Chapter 620, Part I, upon the filing of this Certificate.
8. This conversion shall be effective in Florida upon the filing of this Certificate.
9. The principal office address of WT, LLLP is:

3605 South Ocean Boulevard, #434A
Palm Beach, FL 33480

10. WT, LLLP has agreed to pay any Members of WT, LLC, having appraisal rights, the amount to which such Members are entitled under Sections 608.4351-608.43595 of the Florida Statutes.

Signed this 23 day of ^{February} January, 2010.

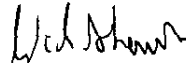
WT, LLC

WT, LLLP

MEMBERS:



Thor M. Brown, Member + General partner



Wade Shavell, Member + General partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WT, LLLP**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

This Florida Limited Partnership is created pursuant to Section 620.1201, Florida Statutes.

1. The name of the limited partnership is:

WT, LLLP

2. The street and mailing address of the designated office of the limited partnership:

3605 South Ocean Boulevard, #434A
Palm Beach, Florida 33480

3. The name and address of the registered agent and registered office for service of process is:

<u>Name:</u> Guy Rabideau, Esq.	<u>Address:</u> 400 Royal Palm Way, Suite 204 Palm Beach, Florida 33480
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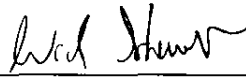
4. The names and business addresses of the General Partners are:

<u>Names:</u> Wade Shavell	<u>Addresses:</u> 208 Garden Road Palm Beach, Florida 33480
Thor M. Brown	3605 South Ocean Boulevard, #434A Palm Beach, Florida 33480

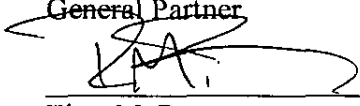
5. The limited partnership elects to be a limited liability limited partnership.

6. This certificate shall be effective upon filing.

WHEREFORE, the undersigned have executed this Certificate as General Partners of WT, LLLP as of the 23 day of ~~January~~_{February}, 2011.



Wade Shavell
General Partner



Thor M. Brown
General Partner

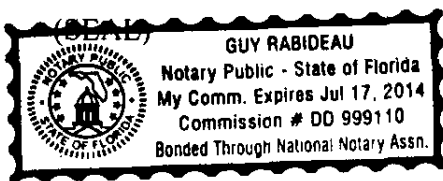
STATE OF FLORIDA
COUNTY OF PALM BEACH

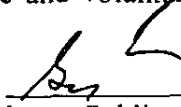
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subscribed and sworn to before me on behalf of WT, LLLP, by THOR M. BROWN, its General Partner, on this 23 day of February, 2011 who is personally known to me or who has produced _____ as identification, and who acknowledged before me that the foregoing instrument was executed as a free and voluntary act for the uses and purposes therein set forth.

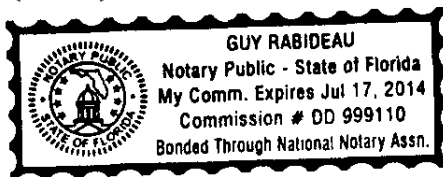


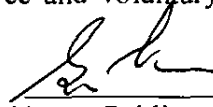

Notary Public Guy Rabideau
My Commission Expires: 7/17/2014
My Commission number is: DD 999110

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn to before me on behalf of WT, LLLP, by WADE SHAPELL, its General Partner, on this 23 day of February, 2011 who is personally known to me or who has produced _____ as identification, and who acknowledged before me that the foregoing instrument was executed as a free and voluntary act for the uses and purposes therein set forth.

(SEAL)




Notary Public Guy Rabideau
My Commission Expires: 7/17/2014
My Commission number is: DD 999110

FILED

2011 MAR 31 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WT, LLLP desiring to organize under the laws of the State of Florida, has named Guy Rabideau, Esq., located at the Registered Office of the corporation at 400 Royal Palm Way, Suite 204, Palm Beach, Florida 33480, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited partnership at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Guy Rabideau, Esq.
Registered Agent