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**DATE: 07/02/13**

**NAME: DESTIN COMMONS PHASE III LTD**

**TYPE OF FILING: CONVERSION**

**COST: 52.50 + 8.75 + 52.50**

**RETURN: GOOD STANDING AND CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED PARTNERSHIP  
INTO  
"OTHER ORGANIZATION"**

FILED  
13 JUL -2 AM 11:13  
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This Certificate of Conversion is submitted to convert the following Florida Limited Partnership into an "Other Organization" in accordance with Section 620.2104, Florida Statutes.

1. The name of the Florida Limited Partnership converting into the "Other Organization" is Destin Commons Phase III Ltd.
2. The name of the "Other Organization" is Destin Commons Phase III LP
3. The "Other Organization" is a limited partnership organized under the laws of the State of Delaware.
4. The above referenced Florida Limited Partnership has converted into an "Other Organization" in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws governing the "Other Organization."
5. The plan of conversion was approved by the converting Florida Limited Partnership as required by Chapter 620, Florida Statutes, and the governing laws of the converted "Other Organization."
6. This conversion was effective under the laws governing the "Other Organization" on July 2, 2013.
7. The "Other Organization" lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 620.2105(3), Florida Statutes: c/o NRAI Services, Inc., 1200 South Pine Island Road, Plantation, FL 33324.

[Signature Page to Follow]

Signature Page of Certificate of Conversion (FL)

Duly executed and delivered this 30 day of June, 2013.

**DESTIN COMMONS PHASE III LLC**, a Florida limited liability company, General Partner

By: Turnberry Retail Holding, L.P., a Delaware limited partnership, its Manager

By: Turnberry Retail Subsidiary GP, LLC, a Delaware limited liability company, its General Partner

By: Turnberry Retail Developers, L.P., a Delaware limited partnership, its Manager

By: Turnberry Retail GP, LLC, a Delaware limited liability company, its General Partner

By:

  
Jacquelyn Soffer, Manager