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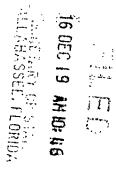
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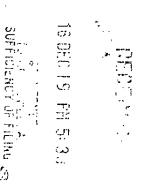


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# CERTIFICATE OF CONVERSION FILED PURSUANT TO FLORIDA STATUTES §620.2104

#### **CONVERTING**

#### TROUBLE CREEK OF PASCO TRUST,

#### A FLORIDA GENERAL PARTNERSHIP

#### INTO

#### TROUBLE CREEK OF PASCO LIMITED PARTNERSHIP,

#### A FLORIDA LIMITED PARTNERSHIP

This Certificate of Conversion (this "Certificate") and the attached Certificate of Limited Partnership ("Certificate of Limited Partnership") are submitted to convert Trouble Creek of Pasco Trust (the "Florida General Partnership") into Trouble Creek of Pasco Limited Partnership, a Florida Limited Partnership (the "Florida Limited Partnership"), in accordance with Florida Statutes §620.2104. The undersigned, being a general partner of the Florida General Partnership, hereby makes, files, swears and avers as follows:

- 1. As a general partner of the Florida General Partnership, I am empowered to execute this Certificate on behalf of the Florida General Partnership.
- 2. The name of the Florida General Partnership, immediately prior to the filing of this Certificate of Conversion, is "Trouble Creek of Pasco Trust" which is a Florida general partnership first formed under the law of Florida on December 1, 1975. One hundred percent (100%) of the partnership interests of the Florida General Partnership have approved the conversion of the Florida General Partnership to a Florida limited partnership in accordance with Florida Statutes Chapter 620.2104.
- 3. The name of the Florida Limited Partnership resulting from the filing of this Certificate of Conversion is "Trouble Creek of Pasco Limited Partnership" The Certificate of Limited Partnership of the Florida Limited Partnership is attached hereto as Exhibit A in accordance with Florida Statute Chapter 620.
- 4. The conversion is permitted by the applicable laws governing the Florida General Partnership and the Florida General Partnership complies with such laws in effecting the conversion.
- 5. The Florida General Partnership currently exists in good standing on the official records of the jurisdiction under which it is organized.
- 6. Neil S. Rollnick, having an address of 2525 Ponce de Leon Blvd., 4<sup>th</sup> Floor, Coral Gables, Florida 33134, shall be the registered agent of the Florida Limited Partnership (the <u>Registered Agent</u>").
- 7. The Federal Taxpayer Identification Number of the resulting Florida Limited Partnership will continue to be 59-1805235.

8. This Certificate of Conversion shall be effective as of the date of filing.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership: The individual signing affirms that the facts stated in this Certificate are true. Any false information constitutes a third degree felony as provided in s. 817.155, F.S.

Micden Corporation, a Florida corporation

y: Edward Michelson, its President

Required Signature(s) on behalf of Florida General Partnership: The individuals signing affirm that the facts stated in this Certificate are true. Any false information constitutes a third degree felony as provided in s. 817.155, F.S.

Micden Corporation, a Florida corporation, General Partner

TASS

Edward Michelson, its President

[Signature of Second General Partner Follows Next Page]

Helen Michelson, General Partner

Prepared by: Neil S. Rollnick, Esquire

Hinshaw & Culbertson LLP 2525 Ponce de Leon Blvd., 4<sup>th</sup> Floor Coral Gables, Florida 33134 Telephone 305-358-7747

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#### CERTIFICATE OF LIMITED PARTNERSHIP OF

#### TROUBLE CREEK OF PASCO LIMITED PARTNERSHIP

#### A FLORIDA LIMITED PARTNERSHIP

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Act"). This Certificate of Limited Partnership is signed by the duly designated General Partner (defined below) of the Partnership (defined below) and contains each statement required by the Act.

#### ARTICLE I NAME

The name of the limited partnership is Trouble Creek of Pasco Limited Partnership ("Partnership").

#### ARTICLE II OFFICE; REGISTERED AGENT

The address of the designated office of the Partnership is c/o BRUCE MICHELSON 351 Mallard Road, Weston, Florida 33327. The name and address of the agent for service of process on the Partnership is NEIL S. ROLLNICK, 2525 Ponce de Leon Blvd., 4<sup>th</sup> Floor, Coral Gables, Florida 33134.

# ARTICLE III NAME AND BUSINESS ADDRESS OF GENERAL PARTNERS

The name and business address of the General Partner of this limited partnership is as follows:

#### MICDEN CORPORATION, a Florida Corporation 2427 Targhee Point Lafayette, CO 80026

## ARTICLE IV LOCATION; MAILING ADDRESS

The Location and mailing address of this limited partnership shall be 2427 Targhee Point, Lafayette, Colorado 80026.

#### ARTICLE V EFFECTIVE DATE

The effective date of this Certificate of Limited Partnership shall be upon filing with the Secretary of State's office.

#### ARTICLE VI AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that it is authorized to execute and file this Certificate of Limited Partnership on behalf of Trouble Creek of Pasco Limited Partnership. The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Trouble Creek of Pasco Limited Partnership, this 15 day of December, 2016.

GENERAL PARTNER: MICDEN CORPORATION, a Florida corporation

By: Edward Michelson, its President

STATE OF COLORADO )
)SS:
COUNTY OF BOULDER )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this day of December, 2016, by Edward Michelson, as president of Michelson Corporation, a Florida corporation, who is personally known to me or who produced as identification, and who did not take an oath.

JASON BUSHMAN NOTARY PUBLIC STATE OF COLORADO

NOTARY ID 20064025004 My Commission Expires December 9, 2019 Print Name: 6504 B Johnson NOTARY PUBLIC, State of Colorado

Serial No: 7006 402 5009

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this Certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the performance of my duties, and I am familiar with and accept the obligations of my positio as registered agent.

Registered Agent

Dated: /2.06 , 2016

Neil S. Rollnick, Esquire