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Conversion

1.

SAW MILL OF WEST HAVEN Associates
(CORPORATE NAME AND DOCUMENT #) PI6.000096216

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

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5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**CERTIFICATE OF CONVERSION FILED PURSUANT TO
FLORIDA STATUTES §620.2104**

CONVERTING

SAW MILL OF WEST HAVEN ASSOCIATES,

A FLORIDA GENERAL PARTNERSHIP

INTO

SAW MILL OF WEST HAVEN 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 Saw Mill of West Haven Associates (the "Florida General Partnership") into **Saw Mill of West Haven 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 "Saw Mill of West Haven Associates" which is a Florida general partnership first formed under the law of Florida on June 13, 1978. 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 "**Saw Mill of West Haven 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., 4th Floor, Coral Gables, Florida 33134, shall be the registered agent of the Florida Limited Partnership (the Registered Agent).
7. The Federal Taxpayer Identification Number of the resulting Florida Limited Partnership will continue to be 59-1997233.

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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

By: 
Edward Michelson, its President

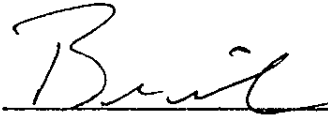
Required Signature(s) on behalf of Florida General Partnership: The individuals signing affirm that the facts stated in this Certificate are true. Any false information constitutes a third degree felony as provided in s. 817.155, F.S.


Edward Michelson, General Partner

[Signature of Second General Partner Follows Next Page]

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TALLAHASSEE, FLA.



Bruce Michelson, General Partner

Prepared by:
Neil S. Rollnick, Esquire
Hinshaw & Culbertson LLP
2525 Ponce de Leon Blvd., 4th Floor
Coral Gables, Florida 33134
Telephone 305-358-7747

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
SAW MILL OF WEST HAVEN 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 Saw Mill of West Haven 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., 4th 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:

P16000096216
MICDEN CORPORATION, a Florida corporation
2427 Targhee Point
Lafayette, Colorado 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.

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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 Saw Mill of West Haven 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.

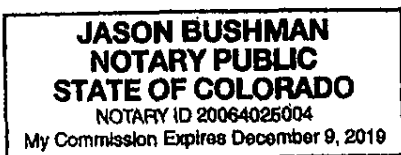
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Saw Mill of West Haven Limited Partnership, this 15 day of December, 2016.

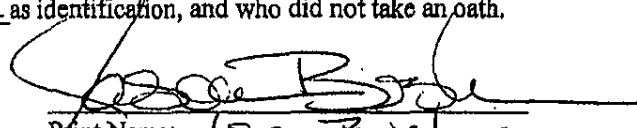
GENERAL PARTNER:
MIDCEN CORPORATION, a Florida
corporation

By: 
Edward Michelson, its President

STATE OF COLORADO)
)SS:
COUNTY OF BOULDER)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 15 day of December, 2016, by Edward Michelson, as president of Midcen Corporation, a Florida corporation, who is personally known to me or who produced Colorado Driver License as identification, and who did not take an oath.




Print Name: Jason Bushman
NOTARY PUBLIC, State of Colorado
Serial No: 20064025004

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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: 12-06, 2016



Neil S. Rollnick, Esquire

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