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CERTIFICATE OF CONVERSION TO A
LIMITED LIABILITY COMPANY

This certificate of conversion, that has been executed in accordance with Section 608.408, Florida Statutes (2001), and given to evidence the conversion of the Florida limited liability partnership known as Hopewell Land Partners, Ltd. to a domestic limited liability company, known as Hopewell Land Partners, LLC, is being submitted in accordance with Section 608.439(3), Florida Statutes.

First: The date on which and jurisdiction in which the entity being converted to a domestic limited liability company was first created, formed, or otherwise came into being and, if it has changed, its jurisdiction immediately prior to its conversion:

<u>Date</u>	<u>Jurisdiction</u>
September 21, 1988	Florida

The jurisdiction has not changed.

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Second: The name of the entity being converted to a domestic limited liability company immediately prior to the filing of this certificate of conversion:

Hopewell Land Partners, Ltd.

Third: The name of the limited liability company to which Hopewell Land Partners, Ltd. is being converted, as set forth in the limited liability company's articles of organization filed with the Florida Department of State in accordance with Section 608.4081, Florida Statutes:

Hopewell Land Partners, LLC

Fourth: The conversion is to be effective upon the filing of this certificate of conversion and the articles of organization.

IN WITNESS WHEREOF, this certificate of conversion has been executed by Bartow Mining, Inc., as the general partner and authorized representative of Hopewell Land Partners, Ltd., and by Bartow Mining, Inc., and James Gary May, the members of Hopewell Land Partners, LLC, this 23^d day of May, 2002. The undersigned certify that the conversion evidenced by this certificate as well as the articles of organization and the operating agreement for

Hopewell Land Partners, LLC have been properly approved, as required by Section 608.439(8), Florida Statutes (2001). The undersigned also certify under penalties of perjury that the matters set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

Signed, sealed, and delivered in the presence of:

Denise M. Selby
Print Name: Denise M. Selby

Matthew D. Alexander
Print Name: Matthew D. Alexander

THE CONVERTING ENTITY

Hopewell Land Partners, Ltd.
a Florida limited partnership,
By: Bartow Mining, Inc., a
Florida corporation,
General Partner

By: James Gary May
James Gary May, as its
President

THE LIMITED LIABILITY COMPANY

Bartow Mining, Inc., as a
member of Hopewell Land
Partners, LLC

By: James Gary May
James Gary May, as its
President

Denise M. Selby
Print Name: Denise M. Selby

Matthew D. Alexander
Print Name: Matthew D. Alexander

Denise M. Selby
Print Name: Denise M. Selby

Matthew D. Alexander
Print Name: Matthew D. Alexander

James Gary May, as a member
of Hopewell Land Partners, LLC

James Gary May
James Gary May