

A930000000284

CERTIFICATE OF CONVERSION

In accordance with Section 608.439, Florida Statutes, S-B Properties No. 3, Ltd., a Florida limited partnership (the "Partnership"), submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

1. The name of the Partnership is S-B Properties No. 3, Ltd., a Florida limited partnership. **A930000000284**

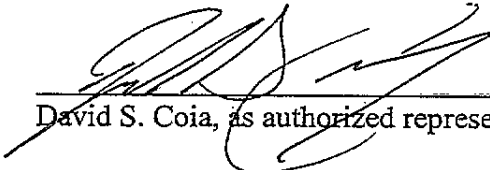
2. The Partnership was created under the laws of the State of Florida on March 12, 1993.

3. The name of the Company is S-B Properties No. 3, LLC, a Florida limited liability company, which was created by the filing of its Articles of Organization with the Secretary of State of the State of Florida on the same date as this Certificate.

4. The effective date of the conversion of the Partnership into the Company shall be the date upon which this Certificate of Conversion to Florida Limited Liability Company shall be filed with the Secretary of State of the State of Florida.

Executed: September 25, 2001

4000004612844--9


David S. Coia, as authorized representative

G:\SMHS B Investments\Certificate of Conversion S-B 3.doc

01 SEP 25 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JB
92501