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ACCOUNT NO. : 072100000032

REFERENCE : 106909

AUTHORIZATION :

107982A

COST LIMIT :

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ORDER DATE: May 15, 2006

ORDER TIME : 3:25 PM

ORDER NO. : 106909-040

CUSTOMER NO: 107982A

CONVERSION

NAME: COLONNADE PLAZA, LTD.

XX_ CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

CONTACT PERSON: CARINA DUNLAP EXT 2951

EXAMINER'S INITIALS:

CERTIFICATE OF CONVERSION CONVERTING COLONNADE PLAZA, LTD., A FLORIDA LIMITED PARTNERSHIP, INTO COLONNADE PLAZA ASSOCIATES, LLC, A DELAWARE LIMITED LIABILITY COMPANY



Pursuant to Section 620.2104 of the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Act"), the undersigned hereby files this Certificate of Conversion with respect to the conversion of Colonnade Plaza, Ltd., a Florida limited partnership, into a Delaware limited liability company and certifies as follows:

- 1. The name of the Florida limited partnership (the "Limited Partnership") converting into another organization is Colonnade Plaza, Ltd.
- 2. The name of the organization (the "New Organization") into which the converting Florida limited partnership is being converted is Colonnade Plaza Associates, LLC. The New Organization is a limited liability company organized under the laws of the State of Delaware.
- 3. The Limited Partnership has been converted into the New Organization.
- 4. The date the conversion was effective under the laws governing the New Organization was May 34, 2006.
- 5. The Limited Partnership has converted into the New Organization in compliance with the Act. The plan of conversion was approved by the Limited Partnership as required by the Act.
- 6. The conversion was approved as required by the governing law of the New Organization.
- 7. The following street and mailing address may be used by the Florida Department of State for purposes of Section 620.2105(3) of the Act:

791 Park of Commerce Drive Boca Raton, Florida 33487

[SIGNATURE PAGE FOLLOWS]

2006 HAY 15 PM 4: 40
SECRETARY OF STATE.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion this 15th day of May, 2006.

COLONNADE PLAZA, LTD.

By: COLONNADE PLAZA INVESTMENTS, LLC a Florida limited liability company

Its: General Partner

By: TWO TOTEM ASSOCIATES, a Nevada limited partnership

Its: Member

By: PAHOUS CORPORATION

Its: General Partner

Its: Render

By: ROHOUS CORPORATION

Its: General Partner

Name: Rasas E. Milhons

Its: President