

L040000062810

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(Business Entity Name)

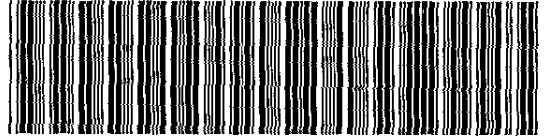
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DATE: 01-27-06

NAME: EL-AD ROCKVILLE TOWN CENTER, LLC

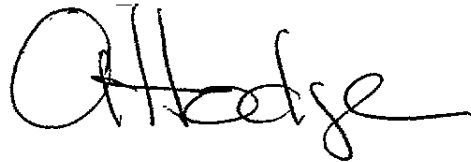
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**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes.

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1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is El-Ad Rockville Town Center LLC.
2. The name of the "Other Business Entity" is El-Ad Rockville Town Center LLC.
3. The "Other Business Entity" is a Limited Liability Company organized under the laws of the State of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity."
5. The Plan of Conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on January 27, 2006.
7. *This conversion shall be effective in Florida on January 27, 2006.*
8. The principal office address of the "Other Business Entity" under the laws of the State of Delaware is c/o RL&F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801.
9. The "Other Business Entity" appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Limited Liability Company, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes, and the street and mailing address of an office which the Department of State may use for purposes of Section 48.181, Florida Statutes, is c/o RL&F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801.
10. The "Other Business Entity" has agreed to pay any members having any appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

Dated this 27th day of January, 2006.

EL-AD/API HOLDINGS LLC

By: 

Shaoul Mishal, President