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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Pace

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- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

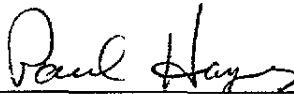
FIRST: The name of the unincorporated business immediately prior to filing this document was:
HORIZON PROPERTIES PARTNERS, PACE, a Florida General Partnership

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 4/29/98
- B. Jurisdiction: FL
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: n/a

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

HORIZON PROPERTIES PACE, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PAUL HAYES, Member

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
HORIZON PROPERTIES PACE, LLC**

The undersigned, PAUL HAYES, a natural person competent to contract and a member of HORIZON PROPERTIES PACE, LLC, hereby presents these Articles of Organization as the Articles of Organization of HORIZON PROPERTIES PACE, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

HORIZON PROPERTIES PACE, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the Company is 1335 Creighton Road, Pensacola, Florida 32504.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for the sole purpose of carrying on the business of acquiring, owning, developing, building upon, leasing, selling and otherwise dealing with that certain real property located at 3782 Highway 90 in Pace, Santa Rosa County, Florida.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be January 1, 2005. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

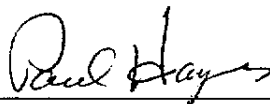
ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 1335 Creighton Road, Pensacola, Florida 32504, and the registered agent of the Company at that address is Paul Hayes.

ARTICLE VI - AMENDMENT

These Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

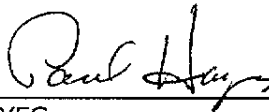


PAUL HAYES, Member

Date: _____ December 30 _____, 2004

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of HORIZON PROPERTIES PACE, LLC. Further, I am familiar with and accept the duties and obligations of such designation.



PAUL HAYES