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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

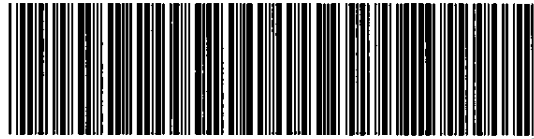
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07 JAN 23 PM 2:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 JAN 23 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 724346 103489A

AUTHORIZATION :

COST LIMIT : \$ 50.00

FILED
07 JAN 23 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 23, 2007

25.00

ORDER TIME : 11:47 AM

ORDER NO. : 724346-005

CUSTOMER NO: 103489A

CONVERSION

NAME: NATRONA PASS, LLC

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace-EXT#2928

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR A FLORIDA LIMITED LIABILITY COMPANY
OF
NATRONA PASS, LLC
(A Florida Limited Liability Company)
INTO
NATRONA PASS, LLC
(A Delaware Limited Liability Company)**

FILED
07 JAN 23 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert Natrona Pass, LLC, a Florida limited liability company, into Natrona Pass, LLC, a Delaware limited liability company, in accordance with Section 608.4403, Florida Statutes.

1. The name of the Florida limited liability company being converted is Natrona Pass, LLC, a Florida limited liability company (the "Florida LLC").
2. The name of the entity into which such Florida limited liability company is being converted is Natrona Pass, LLC, a Delaware limited liability company (the "Delaware LLC").
3. The Florida LLC has been converted into the Delaware LLC in compliance with Chapter 608, Florida Statutes, and the conversion complies with the law or other applicable law governing the Delaware LLC.
4. The plan of conversion was approved by the Florida LLC in accordance with Chapter 608, Florida Statutes.
5. The effective date of the conversion is January 23, 2007, which is the effective date of the conversion under the laws governing the Delaware LLC.
7. The principal office address of the Delaware LLC under the laws of the State of Delaware is as follows:

365 South Street
Morristown, New Jersey 07960

8. The Delaware LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Florida LLC, including any appraisal rights of its members under Sections 608.4351 through 608.43595, Florida Statutes, and the street and mailing address of an office which the Florida Department of State may use for purposes of Section 48.181, Florida Statutes are as follows:

365 South Street
Morristown, New Jersey 07960

10. The Delaware LLC has agreed to pay to any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 through 608.43595, Florida Statutes.

11. This Certificate may be executed in counterparts and by facsimile signatures, which signatures when taken together shall be deemed to be originals and a complete document for purposes of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 23rd day of January, 2007.

MEMBERS:

NATRONA PASS, LLC, a Florida limited liability company

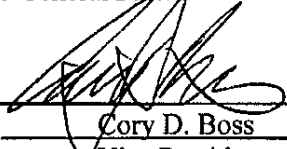
By: Cobourg Point Development, LLC,
a Colorado limited liability company

By: Deerbrook Plaza, L.P.,
a Texas Limited Partnership,
its Sole Member

By: Houston-Deerbrook, LLC,
a Texas Limited Liability Company,
its Sole General Partner

By: Lamar Palms Associates L.P.,
a California Limited Partnership,
its Sole Member

By: Lamar Springs LLC,
a California Limited Liability Company,
its Sole General Partner

By: 
Name: Cory D. Boss
Title: Vice President

RONNA J. FLAUM, Member

10. The Delaware LLC has agreed to pay to any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 through 608.4355, Florida Statutes.

11. This Certificate may be executed in counterparts and by facsimile signatures, which signatures when taken together shall be deemed to be originals and a complete document for purposes of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 23rd day of January, 2007.

MEMBERS:

NATRONA PASS, LLC, a Florida limited liability company

By: Cobourg Point Development, LLC,
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a California Limited Liability Company,
its Sole General Partner

By: _____
Name: Cory D. Boss
Title: Vice President


RONNA J. FLAUM, Member