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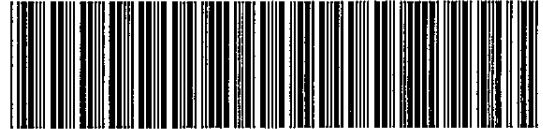
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System1203 Governors Square Blvd., Suite 101
Tallahassee, FL 32301

850-222-1092

Center Park Associates

GP0500002902

**** Conversion into same name LLC******FILED**
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TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other See Above! |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
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**CERTIFICATE OF CONVERSION
OF
CENTER PARK ASSOCIATES
a Florida general partnership
INTO
CENTER PARK ASSOCIATES, LLC
a Florida limited liability company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as of the 17th day of November, 2005:

FIRST: The name of the unincorporated business immediately prior filing this document was Center Park Associates, a Florida general partnership (hereafter, the "Partnership") (Document No. GP0500002902).

SECOND: The date on which and the jurisdiction in which the Partnership was first created, formed or otherwise came into being was August 26, 1985 and Florida, respectively.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is Center Park Associates, LLC.

[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned members have executed this Certificate of Conversion as of the date first above written.

CP FLORIDA ASSOCIATES, LTD.

By: HEM Florida Property Investors, Inc.
Its General Partner

By: ah 331
Alan Z. Engel
Its Treasurer

HEM FLORIDA PROPERTY INVESTORS, INC.

By: ah 331
Alan Z. Engel
Its Treasurer

ARTICLES OF ORGANIZATION
OF
CENTER PARK ASSOCIATES, LLC

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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is Center Park Associates, LLC.
2. The mailing address and street address of the principal office of the limited liability company are 1015 Financial Center, Birmingham, Alabama 35203.
3. The name and street address of the initial registered agent for service of process in the State of Florida are CT Corporation System and 1200 South Pine Island Road, Plantation, Florida 33324.
4. Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

CT CORPORATION SYSTEM

By: Carrie Buz

5. The limited liability company is to be a manager-managed limited liability company. The name and mailing address of the manager of the limited liability company are Alan Z. Engel and 1015 Financial Center, Birmingham, Alabama 35023, respectively.

(Signature on the following page)

The undersigned members execute these Articles of Organization as of the 17th
day of November, 2005.

CP FLORIDA ASSOCIATES, LTD.

By: HEM Florida Property Investors, Inc.
Its General Partner

By: Alan Z. Engel
Alan Z. Engel
Its Treasurer

HEM FLORIDA PROPERTY INVESTORS, INC.

By: Alan Z. Engel
Alan Z. Engel
Its Treasurer