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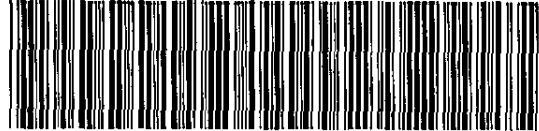
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PLEASE REPLY TO: JACKSONVILLE OFFICE

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FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

November 15, 2005

VIA FEDEX

Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Certificate of Conversion

On behalf of our client, Jax Parking Venture, Ltd., enclosed please find a Certificate of Conversion and Articles of Organization converting the limited partnership into a limited liability company. Also enclosed is a check made payable to the Florida Department of State for \$150.00, which includes the \$25.00 fee for the Certificate of Conversion and \$125.00 for the filing of the Articles of Organization. Please note that the effective date of the Articles of Organization should be November 15, 2005.

Please forward the evidence to my attention.

Sincerely,

Steven E. Marshall
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
112787

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, Jax Parking Venture, Ltd., a Florida limited partnership (the "Partnership"), hereby submits the attached Articles of Organization for Jax Parking Venture, LLC, a Florida limited liability company (the "Company"), and this Certificate of Conversion to convert the Partnership into a Florida limited liability company.

FIRST: The name of the limited partnership immediately prior to filing this Certificate of Conversion was Jax Parking Venture, Ltd.

SECOND: The date on which and the jurisdiction in which the limited liability partnership was first created or otherwise came into being are:

A. Date: October 21, 1997


B. Jurisdiction: Florida

Immediately prior to filing this Certificate of Conversion, the Partnership was a Florida limited partnership.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is Jax Parking Venture, LLC.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

JACKSONVILLE PARKING, INC., as
General Partner

By: 
Craig A. Kirkwood, Director

By: 
William T. Morris, Director

By: 
Thomas K. Rensing, Director

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SECTION OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
JAX PARKING VENTURE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company shall be Jax Parking Venture, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 510 North Julia Street, Jacksonville, Florida 32202.

ARTICLE II

Purposes and Powers

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III

Registered Office and Agent

The name and street address of the registered agent in the State of Florida are: William T. Morris, 510 North Julia Street, Jacksonville, Florida 32202.

ARTICLE IV

Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE V

Admission and Withdrawal of Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Termination of Existence

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

ARTICLE VII
Manager

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

ARTICLE VIII
Duration

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

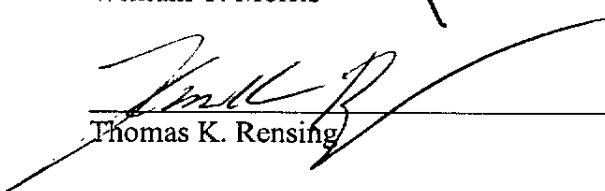
IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this 15th day of November, 2005.



Craig A. Kirkwood



William T. Morris



Thomas K. Rensing

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CLERK OF THE
DEPARTMENT OF
STATE
JACKSONVILLE
FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, Jax Parking Venture, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: Jax Parking Venture, LLC.
2. The name and address of the registered agent and office are: William T. Morris, 510 North Julia Street, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 for in the Florida Limited Liability Company Act.

DATED: This 15th day of November, 2005.



William T. Morris

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