

LOG0000035723

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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December 28, 2009

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Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7729287 SO  
Customer Reference 1: 604042  
Customer Reference 2: 308931

Dear Department of State, Florida:

Per your instructions, enclosed are the following document(s) as issued by the referenced jurisdiction(s):

Western Beltway Associates, LLC (FL)

~~Conversion~~

Florida

PRII Rolling Oaks Commons FLA, LLC (DE)

~~Registration~~

Florida

PRII Rolling Oaks Commons FLA, LLC (DE)

~~Certificate of Status Foreign~~

Florida

If you have any questions concerning this order, please contact:

Cindy Lam

Atlanta Corporate Team 3

Phone: (866) 224-9030

Email: Cindy.Lam@wolterskluwer.com

Thank you for this opportunity to be of service.

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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 s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Western Beltway Associates, LLC

(Enter Name of Florida Limited Liability Company)

2. The name of the "Other Business Entity" is:

PRII Rolling Oaks Commons FLA, LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., 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, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: 12/28/2009

8. This conversion shall be effective in Florida on: 12/28/2009.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

c/o Prudential Real Estate Investors, PAMG-RE, Arbor Circle South, 8 Campus Drive

Parsippany, NJ 07054, Attn: Law Department

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: c/o Prudential Real Estate Investors, PAMG-RE, Arbor Circle South

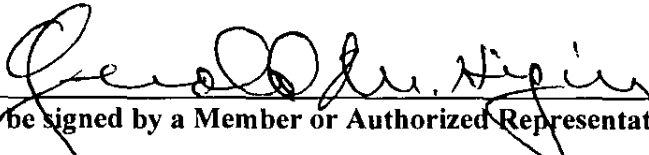
Parsippany, NJ 07054, Attn: Law Department

Mailing Address: c/o Prudential Real Estate Investors, PAMG-RE, Arbor Circle South

Parsippany, NJ 07054, Attn: Law Department

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 24<sup>th</sup> day of December, 2009

Signature: 

(Must be signed by a Member or Authorized Representative.)

Printed Name: Gerald M. Higier

Title: Member

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$5.00 (Optional)