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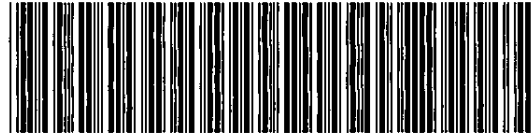
(Business Entity Name)

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DATE: 12/11/2007

NAME: OCEANVIEW MANAGERS, LLC

TYPE OF FILING: CONVERSION

COST: \$55

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE

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**CERTIFICATE OF CONVERSION
FOR
OCEANVIEW MANAGERS, LLC, a Florida limited liability company
INTO
OCEANVIEW MANAGERS, LLC, a Delaware limited liability company**

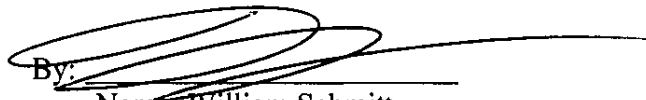
The undersigned duly authorized signor, on behalf of OCEANVIEW MANAGERS, LLC a Florida limited liability company (the "Company") and for the purpose of converting the Company from a Florida limited liability company into a Delaware limited liability company pursuant to §608.4403 of the Florida Limited Liability Companies Act and §18-214 of the Delaware Limited Liability Company Act, certifies that:

1. The name of the Company at its organization and immediately prior to the filing of this Certificate of Conversion was OCEANVIEW MANAGERS, LLC.
2. The Company is a limited liability company first organized under the laws of Florida on August 3, 2006.
3. The name of the limited liability company into which the Company is converting is OCEANVIEW MANAGERS, LLC and it is organized under the laws of the State of Delaware (the "Converted Company").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 608, Florida Statutes, and the Conversion complies with Section 18-214 of the Delaware Limited Liability Company Act, governing limited liability companies.
5. The Agreement and Plan of Conversion was approved by the Company in accordance with Chapter 608, Florida Statutes.
6. The written consent of all of the members who, as a result of the conversion, are now the members of the surviving entity was obtained pursuant to §608.4402(2).
7. This conversion is effective under the laws of Delaware as of December 11, 2007.
8. This conversion shall be effective in Florida on December 11, 2007.
9. The principal office address of the Converted Company shall be 1280 West Peachtree Street NW, Suite 200, Atlanta, Georgia .
10. The Converted Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Company and lists the following street and mailing address of an office, which the Florida Department of State may use for its purposes: 2000 N. Ocean Boulevard, Ft. Lauderdale, Florida 33305.

11. The Converted Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§608.4351-608.43595 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 10th day of December 2007.

OCEANVIEW MANAGERS, LLC, a Florida
limited liability company

By: 
Name: William Schmitt
Title: Manager