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(Business Entity Name)

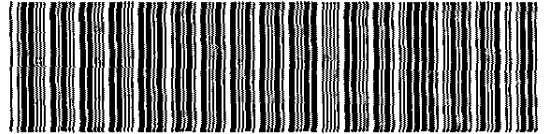
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032
REFERENCE : 763484 4311473
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 55.00

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ORDER DATE : February 16, 2007
ORDER TIME : 3:44 PM
ORDER NO. : 763484-005
CUSTOMER NO: 4311473

LLC CONVERSION INTO ANOTHER BUSINESS ENTITY

NAME: P&G OFFICE MEZZANINE, LLC

XX LLC CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina Dunlap ext 2951

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FROM
P&G OFFICE MEZZANINE, LLC
(a Florida limited liability company)
TO
P&G OFFICE MEZZANINE, LLC
(a Delaware limited liability company)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert P&G Office Mezzanine, LLC, a Florida limited liability company ("Office Mezz-FL"), to an "Other Business Entity" in accordance with Section 608.4403 of the Florida Limited Liability Company Act.

1. The name of the Florida limited liability company converting into the "Other Business Entity" is P&G Office Mezzanine, LLC.

2. The name of the "Other Business Entity" is P&G Office Mezzanine, LLC, a limited liability company organized under the laws of the State of Delaware ("Office Mezz-DE").

3. Office Mezz-FL has converted into a Delaware limited liability company in compliance with Chapter 608, Florida Statutes, and the conversion complies with the Delaware Limited Liability Company Act (6 Delaware Code Section 18-101, et seq.).

4. The plan of conversion was approved by the sole member of Office Mezz-FL in accordance with Chapter 608, Florida Statutes.

5. The conversion is effective upon the filing of the this Certificate of Conversion with the Secretary of State of the State of Florida and the filing of a Certificate of Conversion with the Secretary of State of Delaware.

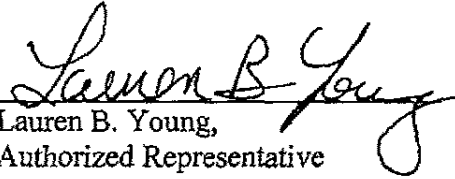
6. The registered office address of Office Mezz-DE under the laws of the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

7. Office Mezz-DE appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of Office Mezz-FL, including any appraisal rights of its members under Sections 608.4351 – 608.43595, Florida Statutes, and lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181, Florida Statutes: 9090 South Dadeland Boulevard, Miami, Florida 33156.

8. Office Mezz-DE has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned authorized representative has executed this Certificate of Conversion this 16th day of February, 2007.

By:


Lauren B. Young,
Authorized Representative