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CERTIFICATE OF CONVERSION

of

YOUNG CIRCLE, a Florida general partnership

into

YOUNG CIRCLE PROPERTIES, LLC, a Florida limited liability company

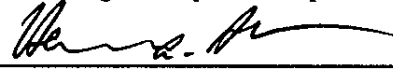
Pursuant to the provisions of the Florida Revised Uniform Partnership Act of 1995 and of Section 608.439 of the Florida Limited Liability Company Act ("Florida Act"), Young Circle, a Florida general partnership (the "Converting Entity") and Young Circle Properties, LLC, a Florida limited liability company (the "Converted Entity") adopt the following Certificate of Conversion (the "Certificate") and certify as follows:

1. The Converting Entity was organized as a Florida general partnership on July 1, 1992.
2. The name of the Converting Entity is Young Circle, which is a Florida general partnership.
3. The name of the Converted Entity shall be Young Circle Properties, LLC, which shall be a Florida limited liability company.
4. The conversion has been approved and unanimously adopted by (i) all of the partners of the Converting Entity in accordance with the Florida Revised Uniform Partnership Act of 1995, and (ii) all of the members and managers of the Converted Entity in accordance with Section 608.439 of the Florida Act.
5. Upon the conversion, each partner of the Converting Entity shall receive the same percentage interest in the Converted Entity that he/she had in the Converting Entity.
6. The effective date of the Conversion shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

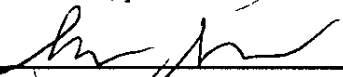
[signature page to follow]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Conversion to be executed this 31 day of May, 2007 by each of their duly authorized representatives.

Young Circle,
a Florida general partnership



Harvey Sheldon, partner




Susan Sheldon, partner



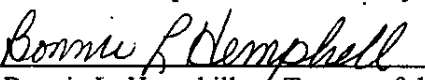
Charles Floyd, Partner



Charlotte Floyd, Partner



James B. Hemphill, as Trustee of the
James B. Hemphill Trust u/t/d May 28, 1999

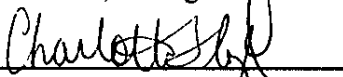


Bonnie L. Hemphill, as Trustee of the
Bonnie L. Hemphill Trust u/t/d May 25, 1999

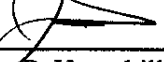
Young Circle Properties, LLC,
a Florida limited liability company

By: 

Susan Sheldon, Manager

By: 

Charlotte Floyd, Manager

By: 

James B. Hemphill, as Trustee of the James B.
Hemphill Trust u/t/d May 28, 1999

**ARTICLES OF ORGANIZATION
OF
YOUNG CIRCLE PROPERTIES, LLC**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of the company is:

Young Circle Properties, LLC

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the company is:

3250 N. 29th Avenue
Hollywood, Florida 33020

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED
AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Harvey Sheldon
3250 N. 29th Avenue
Hollywood, FL 33020

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

Prepared By: Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

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 Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV MANAGEMENT

The company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial managers of the company are Charlotte Floyd, James B. Hemphill and Susan Sheldon, the address for each being 3250 N. 29th Avenue, Hollywood, Florida 33020.



Signature of a member or an authorized representative of a member.

James B. Hemphill, Manager and Authorized Representative of the Members

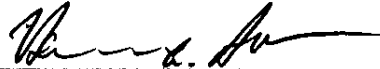
Typed or printed name of signee

(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.)

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Young Circle

THE UNDERSIGNED, named as the agent for service of process in the Partnership Registration Statement of ~~Ravenswood Office Center 2~~, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Partnership Act of 1995.



Harvey Sheldon