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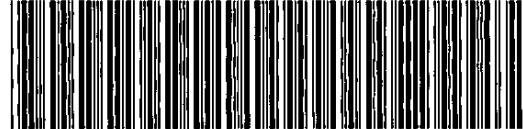
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TALLAHASSEE, FLORIDA

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07 JUN 26 AM 10:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 967630 7274201

AUTHORIZATION :

COST LIMIT : \$ 180.00

ORDER DATE : June 26, 2007

ORDER TIME : 9:24 AM

ORDER NO. : 967630-005

CUSTOMER NO: 7274201

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: COMET STREET APARTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

PLAN AND CERTIFICATE OF CONVERSION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND CERTIFICATE OF CONVERSION (hereinafter "this Agreement") is made and entered into this 22 day of June, 2007, by and among Comet Street Apartments, Inc., a Florida corporation (hereinafter referred to as "Corporation"), and the Directors and Stockholders of Comet Street Apartments, Inc..

WITNESSETH:

PO 7000046346

WHEREAS, the Boards of Directors of the Corporation desire that Comet Street Apartments, Inc. (hereinafter sometimes referred to as the "Corporation") be converted into Comet Street Apartments, LLC (hereinafter sometimes the "Other Business Entity"), as authorized by Florida Statutes Section 607 and Section 608, pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Corporation, by its Board of Directors and Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree that the Corporation be converted into the Other Business Entity pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said conversion and the mode of carrying the same into effect in the following Plan and Certificate of Conversion:

ARTICLE I - CORPORATION AND OTHER BUSINESS ENTITY

a. Comet Street Apartments, Inc., a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on April 13, 2007, has an authorized capitalization of 1,000 shares of voting common capital stock, with no per share par value, one hundred (100) of which are presently issued and outstanding.

b. Comet Street Apartments, LLC, a limited liability company to be organized under the laws of the State of Florida by the filing of its Articles of Organization, which are attached hereto.

ARTICLE II - CONVERSION

Comet Street Apartments, Inc. shall be, and hereby is, converted into Comet Street Apartments, LLC. Comet Street Apartments, LLC shall be the Other Business Entity in the conversion and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal place of business of the Other Business Entity, is 550 Comet Street, Jacksonville, Florida 32205. The mailing address of the Other Business Entity shall be P.O. Box 6087, Jacksonville, Florida 32236.

ARTICLE III - CONVERSION OF OUTSTANDING STOCK

The manner and the basis of converting the outstanding shares of capital stock of the Corporation in the conversion, on the basis of fair values assigned to said outstanding shares, shall be as follows:

a. Upon the effective date of the conversion, all of the issued and outstanding shares of the common stock of the Corporation shall, without further action on the part of the holder thereof, be converted into 100 units of the membership interests, of the Other Business Entity.

b. The number of units to be issued pursuant to the provisions of paragraph (a) above shall be determined pursuant to the value as of the date of the conversion.

c. No fractional unit or units of the Other Business Entity, and no certificate or certificates of scrip therefore, will be issued in connection with the conversion. In the event the calculation of the aggregate number of units deliverable in connection with the conversion to and for the account of any former holder of shares of the Corporation would otherwise result in such holder being entitled to a fraction of a unit, the number of units so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full unit if such fraction is less than one-half.

d. As soon as practical after the effective date of the conversion, each holder of a certificate representing outstanding shares of common stock of the Corporation shall be entitled, upon surrender of such certificate, to receive in exchange therefore a certificate representing the aggregate number of units representing a membership

interest of the Other Business Entity, into which such shares of the Corporation shall have been converted pursuant to this Article.

ARTICLE IV - TERMS AND CONDITIONS

The terms and conditions of the conversion are as follows:

a. The Articles of Incorporation of the Corporation shall no longer be effective as of the effective date of this conversion.

b. The officers and directors of the Corporation on the effective date of the conversion shall not be nor remain officers and directors of the Other Business Entity.

d. If at any time the Other Business Entity shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Other Business Entity, according to the terms hereof, the title to any property or rights of the Corporation, the proper officers and directors of the Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Other Business Entity, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V - APPROVALS BY THE CORPORATION

a. The terms and conditions of the conversion set forth in this Agreement were advised, authorized and approved by of the Corporation in the manner and by the vote required by its charter and the laws of Florida.

b. Each issued and outstanding share of stock of the Corporation is entitled to vote on this Agreement.

c. The conversion contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.

d. This Agreement and the conversion contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Corporation on June 22, 2007.

e. After approval by the Boards of Directors of the Corporation, a copy of this Agreement was furnished to each stockholder of the Corporation, and this Agreement and the conversion contemplated by it were unanimously approved by the stockholders of each of the Corporation on June 22, 2007. At the meeting of the stockholders of the Corporation, all of the outstanding shares were voted in favor of this Agreement and the conversion contemplated hereby, and none against.

f. Upon the payment of all fees required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the conversion provided herein shall be effective immediately upon filing with the Department of State.

[Signatures on next page]

IN WITNESS WHEREOF, the Corporation and the Other Business Entity have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

COMET STREET APARTMENTS, INC.

Robert L. Jones III
Print Name: Robert L. Jones III

JAN D. MCCORMACK
Print Name: JAN D. MCCORMACK
Witnesses

By: Robert L. Jones
Robert L. Jones
Its: President

Robert L. Jones III
Print Name: Robert L. Jones III

JAN D. MCCORMACK
Print Name: JAN D. MCCORMACK
Witnesses

By: Elfreda Jones
Elfreda Jones, as Trustee of The Elfreda
Jones Living Trust of March 28, 2001, as
amended.
Its: Shareholder
"Corporation"

Robert L. Jones III
Print Name: Robert L. Jones III

JAN D. MCCORMACK
Print Name: JAN D. MCCORMACK
Witnesses

COMET STREET APARTMENTS, LLC

By: Elfreda Jones
Elfreda Jones, as Trustee of The Elfreda
Jones Living Trust of March 28, 2001, as
amended.
Its: Member

"Other Business Entity"

**ARTICLES OF ORGANIZATION
OF
COMET STREET APARTMENTS, LLC**

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

FILED
07 JUN 26 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the limited liability company shall be COMET STREET APARTMENTS, LLC (hereinafter the "Company").

**ARTICLE II.
ADDRESS**

The street address of the principal office of the Company is 550 Comet Street, Jacksonville, Florida 32205. The mailing address of the principal office of the Company is P.O. Box 6087, Jacksonville, Florida 32236

**ARTICLE III.
DURATION**

The Company shall commence its existence upon the filing of these Articles by the Department of State. The Company's existence shall be perpetual unless the Company is sooner terminated as provided in the Operating Agreement of the Company.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Brant, Abraham, Reiter, McCormick & Greene, P.A., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned on the 22 day of June, 2007.



Elfreda Jones, as Trustee of The Elfreda Jones Living Trust of March 28, 2001, as amended.
Member

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

Under the provisions of F.S. 608.415, COMET STREET APARTMENTS, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is COMET STREET APARTMENTS, LLC.
2. The name and street address of the registered agent in Florida is:

Brant, Abraham, Reiter, McCormick & Greene, P.A.
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

The undersigned, being the person named in the Articles of Organization of COMET STREET APARTMENTS, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.

BRANT, ABRAHAM, REITER, MCCORMICK &
GREENE, P.A.

By: 
Jan D. McCormick
Title: Vice President

"Registered Agent"