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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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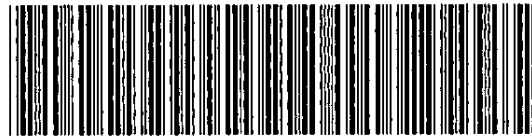
(Business Entity Name)

(Document Number)

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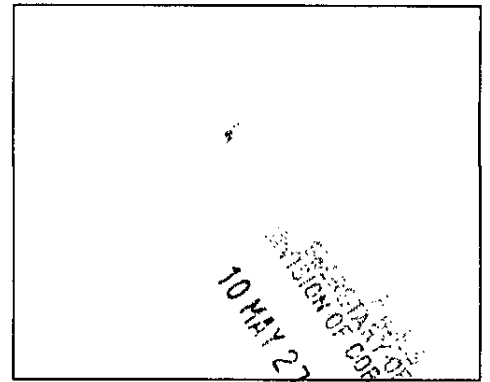
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MAY 27 2010

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
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TALLAHASSEE, FL 32301
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

HUNTINGTON ASSET PARTNERS, LLC

CK# 4645 FOR \$25.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

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This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes:

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

HUNTINGTON ASSET PARTNERS, LLC

2. The name of the "Other Business Entity" is: **Huntington Asset Partners, LLC** (the "Company").

3. The "Other Business Entity" is a limited liability company organized, formed or incorporated under the laws of **Delaware**.

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 Section 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on **May 14, 2010**.

8. This conversion shall be effective in Florida on: **Date of filing**.

9. The principal office address of the "Other Business Entity" under the laws of the state in which such entity was organized is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

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 Sections 608.4351 and 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 Section 48.181, F.S.

Street Address: 11 Sloan's Curve Drive, No. 11, Palm Beach, Florida 33480.

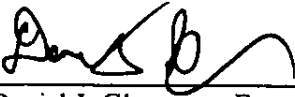
Mailing Address: 11 Sloan's Curve Drive, No. 11, Palm Beach, Florida 33480.

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

Signed this 24th day of May, 2010.

REQUIRED SIGNATURE:

HUNTINGTON ASSET PARTNERS, LLC

By: 
Daniel J. Glassman, Esq. Authorized Representative