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(Requestor's Name)

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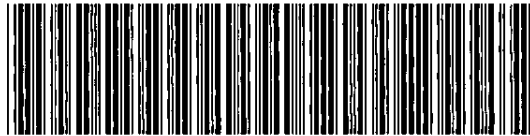
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

St. Petersburg / Clearwater

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File Conversion _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
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UCC 1 or 3 File _____
UCC 11 Search _____
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Signature

Requested by:

AW

11/13

Name

Date

Time

CERTIFICATE OF THE CONVERSION OF
ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LTD.
INTO
ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC

The undersigned hereby certify that pursuant to the provisions of Florida Statutes 620.2102 – 620.2105 and Florida Statute 608.439,

1. Conversion. **ST. PETERSBURG/CLEARWATER AIRPORT - A 16828 ASSOCIATES, LTD.**, a Florida limited partnership (the "Converting Partnership") originally formed on April 16, 1984 has been converted into **ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC**, a Florida limited liability company (the "Converted LLC"),

2. Name and Jurisdiction of Converted Organization. **ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC**, a Florida limited liability company.

3. Effective Date of Conversion. This conversion is effective on the date of filing of this certificate and the articles of organization of **ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC**, with the Secretary of State of the State of Florida.

4. Approval of Converting Organization. This conversion was approved as required by the provisions of Florida Statutes 620.2102 – 620.2105 and Florida Statute 608.439, by the consent of **H.I. ST. PETERSBURG AIRPORT INC.** and **H.I. RESORTS, INC.**, being all of the general partners and limited partners of the Converting Partnership.

5. Approval of Converted Organization. This conversion was approved by all of the partners of the Converting Partnership and all of the Members of the Converted LLC which is all of the approvals required by Florida Statute 608.439.

6. Name of Organization Before Conversion:
ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LTD.

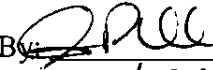
7. Name of Organization After Conversion:
ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC

Dated: November 9th, 2007

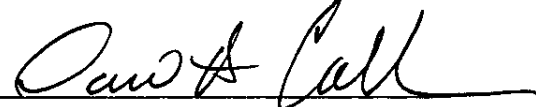
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@ APC

H.I. Resorts, Inc.

By: 
Andre P. Callen, Its President

H.I St. Petersburg Airport, Inc.

By: 
DAVID M. CALLEN Its President

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ARTICLES OF ORGANIZATION OF

ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC

The following Articles of organization are adopted by the members pursuant to a plan of conversion in which **ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LTD.** (the "Converting Limited Partnership") is converted to the limited liability company created by these articles. A certificate of the conversion is filed contemporaneously with these articles.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

ST. PETERSBURG/CLEARWATER AIRPORT ASSOCIATES, LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

111 W. Fortune Street,
Tampa, Florida 33602

ARTICLE III — Registered Agent and Registered Office

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

John L. Mann, Esq.
Law Office of John L. Mann, P.A.
500 South Florida Avenue
Suite 300
Lakeland, Florida 33801

ARTICLE IV — Management


The Company shall be managed by two Managers, who may, but need not, be Members. **Andre Callen** whose address is 111 W. Fortune Street, Tampa, Florida 33602 and **David H. Callen** whose address is 8870 N. Himes Ave, #242, Tampa Fl 33614 are hereby designated to serve as the initial Managers.

IN WITNESS WHEREOF, each of the members have signed these Articles of Organization.

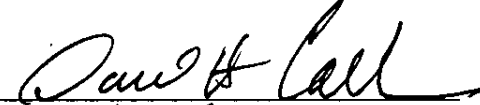
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H.I. Resorts, Inc.

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DAVID H. CALLEN Its President

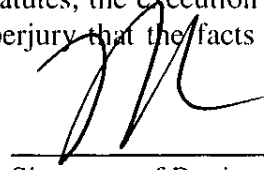
(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent

John L. Mann

Typed or printed name of signee

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