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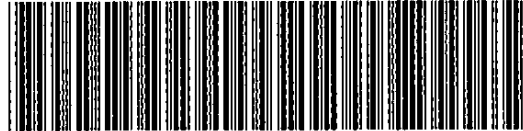
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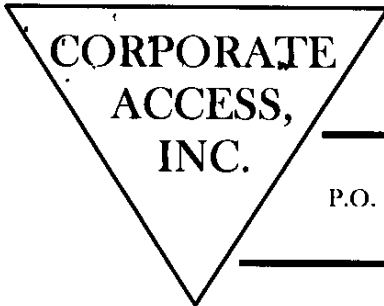
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Conversion

1. 801 Magnolia Properties, LLC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

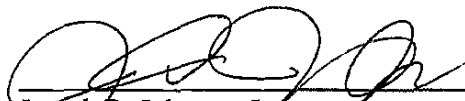
**CERTIFICATE OF CONVERSION
FOR
GENERAL PARTNERSHIP INTO
FLORIDA LIMITED LIABILITY COMPANY**

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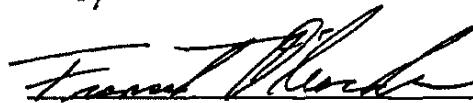
This Certificate of Conversion and the attached Partnership Registration Statement and Articles of Organization are submitted to convert the following Florida General Partnership into a Florida Limited Liability Company in accordance with s. 620.8914 and 608.439, Florida Statutes.

1. The name of the Florida General Partnership immediately prior to filing this Certificate of Conversion is: MAGNOLIA PROPERTIES
2. The Florida General Partnership was first organized, formed or incorporated under the laws of Florida on June 1, 1992
3. If the jurisdiction of the Florida General Partnership was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: 801 MAGNOLIA PROPERTIES, LLC
5. The Conversion was approved by the converting Partnership as required by Chapter 620, Florida Statutes
6. The converting Florida General Partnership hereby converts into a Limited Liability Company in compliance with Chapter 620, Florida Statutes, and with Chapter 608 Florida Statutes
7. This conversion shall be effective on the date this Certificate of Conversion is filed with the Florida Department of State

Signed this 12th day of November, 2007.



Joseph D. Johnson, Jr.



Francis T. O'Reardon

**ARTICLES OF ORGANIZATION
OF
801 MAGNOLIA PROPERTIES, LLC
A Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is 801 MAGNOLIA PROPERTIES, LLC, referred to in these Articles of Organization as the "Company".

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company are as follows:

801 North Orange Avenue, Suite 510
Orlando, FL 32801

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on the date on which these Articles of Organization are filed by the Florida Department of State. The Company has been converted from a Florida general partnership, in accordance with Section 608.439, Florida Statutes.

**ARTICLE IV
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

**ARTICLE V
MANAGEMENT**

The Company is to be a manager-managed company. A manager may receive compensation for his services. The name and address of the initial manager is as follows:

Joseph D. Johnson, Jr.
801 North Orange Avenue, Suite 510
Orlando, FL 32801

**ARTICLE VI
APPLICABLE LAW**

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

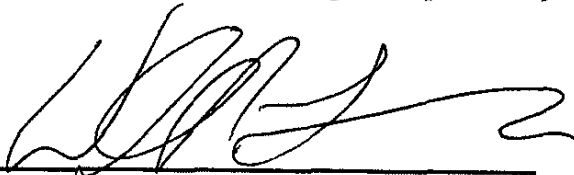


William R. Lowman, Jr., as
Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability 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 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 of the Florida Statutes.



William R. Lowman, Jr.