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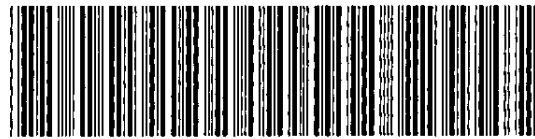
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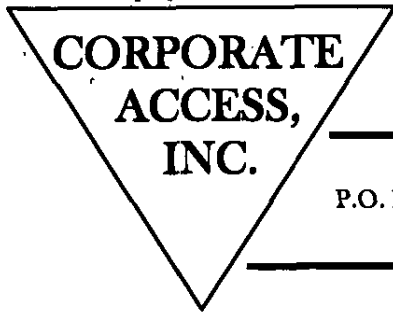
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Conversion LP into LLC

1.

Colonial Development Group, LTD  
(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:

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

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida Limited Partnership into a Florida Limited Liability Company in accordance with s. 620.2104 and 608.439, Florida Statutes.

1. The name of the Florida Limited Partnership converting into the Limited Liability Company is: COLONIAL DEVELOPMENT GROUP, LTD.
2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: COLONIAL DEVELOPMENT GROUP, LLC
3. The Florida Limited Partnership was first organized, formed or incorporated under the laws of Florida on January 17, 1995, and assigned Document Number A95000000085.
4. The plan of conversion was approved by the converting Florida Limited Partnership as required by Chapter 620, Florida Statutes.
5. The converting Florida Limited Partnership hereby converts into a Limited Liability Company in compliance with Chapter 620, F.S., and with Chapter 608, F.S.
6. This conversion shall be effective on the date this Certificate of Conversion is filed with the Florida Department of State.

The undersigned is the authorized representative of the sole General Partner.

COLONIAL DEVELOPMENT GROUP, INC.

By: 

Donaldson K. Barton, Jr., President \*

\*Donaldson K. Barton, Jr. is also signing as a Manager of COLONIAL DEVELOPMENT GROUP, LLC.

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**ARTICLES OF ORGANIZATION  
OF  
COLONIAL DEVELOPMENT GROUP, LLC  
A Florida Limited Liability Company**

**ARTICLE I  
NAME**

The name of this limited liability company is COLONIAL DEVELOPMENT GROUP, 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:

941 Lake Baldwin Lane  
Orlando, FL 32814

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

In accordance with Section 608.439(4), Florida Statutes, the Company existence shall be deemed to have commenced on January 17, 1995, and it shall have perpetual existence.

**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 managed by a Board of Managers. Each manager serving on the Board of Managers may receive compensation for his services. The names and addresses of the initial managers serving on the Board of Managers are as follows:

Donaldson K. Barton, Jr.  
941 Lake Baldwin Lane  
Orlando, FL 32814

Donaldson K. Barton, Sr.  
941 Lake Baldwin Lane  
Orlando, FL 32814

Wayne D. Chalifoux  
941 Lake Baldwin Lane  
Orlando, FL 32814

Lucius Cushman, Jr.  
941 Lake Baldwin Lane  
Orlando, FL 32814

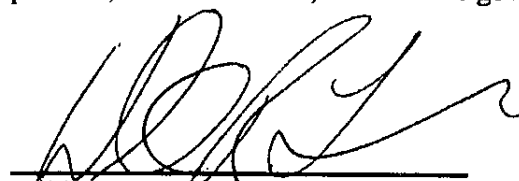
Jon S. Meadows  
941 Lake Baldwin Lane  
Orlando, FL 32814

Stephen L. Precourt  
941 Lake Baldwin Lane  
Orlando, FL 32814

Lawrence L. Smith, Jr.  
941 Lake Baldwin Lane  
Orlando, FL 32814

**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.