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EXAMINER

GASSMAN, BATES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

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- + BOARD CERTIFIED LAWYER IN
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- *** LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

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February 26, 2010
VIA UPS

Florida Department of State / Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: COLLEGE PARK PHASE II, INC.
Document Number V56904

Dear Sir/Madam:

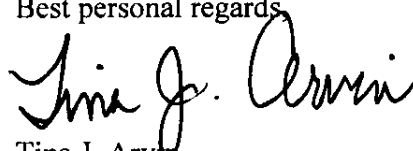
Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby COLLEGE PARK PHASE II, INC. will convert into COLLEGE PARK PHASE II, L.L.C.

Please also find enclosed a check made payable to the Department of State in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

Please contact me at 727-442-1200 x. 241 if you have any questions on the attached.

Best personal regards



Tina J. Arvin
Paralegal for Alan S. Gassman

TJA:jas
Enclosures
SASE

cc: Jerry J. Williams (w/ encl.)

J:\W\Williams, Jerry and Heather\College Park Phase II, L.L.C. (FL) Conversion from Inc\Sec of State Filing Letter.1a.wpd
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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
COLLEGE PARK PHASE II, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation V.56904
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on August 12, 1992
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

COLLEGE PARK PHASE II, L.L.C.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 12TH. day of JANUARY 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Terry D. Williams
Printed Name: Terry D. Williams Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Jerry J. Williams
Printed Name: Jerry J. Williams Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: COLLEGE PARK PHASE II, L.L.C.

ARTICLE II - Address:

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

1500 Northpark Drive, #152
Fort Worth, TX 76102

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

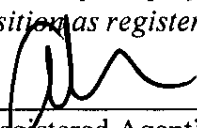
ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman
Name
1245 Court Street, Suite 102
Florida street address (P.O. Box NOT acceptable)
Clearwater, FL 33756
City, State, and Zip

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TALLAHASSEE, FLORIDA

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, F.S.



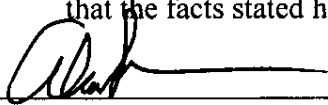
Registered Agent's Signature

Audit Fax No: _____

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

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



ALAN S. GASSMAN

J:\W\Williams, Jerry and Heather\College Park Phase II, L.L.C. (FL) Conversion from Inc\Articles of Organization.1.wpd10
jas 1-5-10

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TALLAHASSEE, FLORIDA