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NOV - 8 2011 **EXAMINER**

Office Use Only

CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSEE, FL 32301 222-1173 File Fir FILING COVER SHEET ACCT. #FCA-14 **CONTACT:** KATIE WONSCH DATE: 11/08/2011 **REF. #:** 000409.156621 CORP. NAME: HLP COMMERCIAL HOLDINGS LLC () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () ÄNNUAL REPORT ()'FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () MERGER () WITHDRAWAL () REINSTATEMENT () CERTIFICATE OF CANCELLATION (XX) OTHER: CERTIFICATE OF CONVERSION STATE FEES PREPAID WITH CHECK# 542056 FOR \$ 55.00 AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$_____ PLEASE RETURN: (XX) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY

Examiner's Initials

() CERTIFICATE OF STATUS

CERTIFICATE OF CONVERSION FOR

HLP COMMERCIAL HOLDINGS LLC, a Florida Limited Liability Company

INTO

HLP COMMERCIAL HOLDINGS LLC, a Delaware Limited Liability Company

This Certificate of Conversion is submitted to convert HLP COMMERCIAL HOLDINGS LLC, a Florida limited liability company, into HLP COMMERCIAL HOLDINGS LLC, a Delaware limited liability company (the "Other Business Entity"), in accordance with Section 608.4403 of the Florida Limited Liability Company Act.

- 1. The name of the Florida limited liability company converting into the Other Business Entity is **HLP COMMERCIAL HOLDINGS LLC** ("HLP").
- 2. The name of the Other Business Entity is **HLP COMMERCIAL HOLDINGS LLC** (the "Company").
- The Company is a limited liability company organized under the laws of the State of Delaware.
- 4. HLP has converted into the Company in compliance with Chapter 608, Florida Statutes, and the conversion complies with the applicable law governing the Company.
- 5. The plan of conversion was approved by HLP in accordance with Chapter 608, Florida Statutes.
 - 6. The conversion was effective under the laws of Delaware on October 31, 2011.
 - 7. The conversion shall become effective in Florida on October 31, 2011.
- 8. The principal office address of the Company is 2325 Vanderbilt Beach Road, Naples, Florida 34109.
- 9. The Company has agreed to pay any member having appraisal rights the amount to which such member is entitled pursuant to Sections 608.4351 608.43595, Florida Statutes.

Signed this 2011 day of October, 2011.

HLP COMMERCIAL HOLDINGS LLC, a Florida limited liability company

Title:

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