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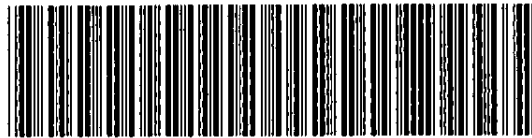
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Conversion

1. Horse Heaven, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
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5. _____
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6. _____
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CERTIFICATE OF CONVERSION
of
HORSE HEAVEN, LLP
into
HORSE HEAVEN, LLC

This Certificate of Conversion is submitted to convert the following Florida limited liability partnership into a Florida Limited Liability Company in accordance with §620.8912 and §608.439 Florida Statutes.

1. The other entity, HORSE HEAVEN, LLP filed a Partnership Registration Statement and Statement of Qualification as a Florida limited liability partnership with the Florida Department of State effective October 15, 2003. *6P030002091*
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is HORSE HEAVEN, LLP.
3. The name of the Florida limited liability company into which the other entity converted is HORSE HEAVEN, LLC.
4. The conversion is to be effective upon filing with the Florida Department of State.
5. Immediately prior to the filing of this Certificate of Conversion, the other entity owns real property located in Manatee County, Florida, as more particularly described on the attached Exhibit A which is incorporated herein by this reference.
6. The Plan of Conversion was approved by all of the partners of HORSE HEAVEN, LLP as required under its Partnership Agreement and as required under §620.8913, Florida Statutes, which vote is sufficient for approval.

Signed as of November *14*, 2011.

HORSE HEAVEN, LLP

By: *DR2*
David R. Fink,
Authorized Representative

HORSE HEAVEN, LLC

By: *DR2*
David R. Fink,
Authorized Representative

DESCRIPTION PARCEL JEXHIBIT "A"

A PARCEL OF LAND IN SECTION 27, TOWNSHIP 33 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE WEST LINE OF THE EAST 3/4 OF SAID SECTION 27, AND THE NORTH RIGHT-OF-WAY LINE OF RUTLAND ROAD (MANATEE COUNTY ROAD NUMBER 675); THENCE N89°56'10"E, ALONG SAID RIGHT-OF-WAY LINE, 120.00 FEET FOR A POINT OF BEGINNING; THENCE CONTINUE N89°56'10"E, ALONG SAID RIGHT-OF-WAY LINE, 398.01 FEET TO A POINT OF CURVATURE OF A CURVE CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 2366.83 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE AND SAID RIGHT-OF-WAY LINE, THROUGH A CENTRAL ANGLE OF 20°52'11", 862.11 FEET (CHORD = 857.35 FEET; CHORD BEARING = S79°37'45"E); THENCE LEAVING SAID RIGHT-OF-WAY LINE GO N56°17'52"E, 95.10 FEET; THENCE S89°13'03"E, PARALLEL WITH THE NORTH LINE OF THE SOUTH 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 27, 1180.00 FEET; THENCE N0°35'09"W, PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST 1/4, 1900.77 FEET; THENCE N62°53'56"W, 1728.08 FEET; THENCE S8°18'29"E, 279.21 FEET TO THE CENTERLINE OF GAMBLE CREEK; THENCE MEANDERING ALONG SAID CENTERLINE OF GAMBLE CREEK IN A SOUTHWESTERLY DIRECTION THE FOLLOWING 57 COURSES AND DISTANCES;

THENCE S27°47'38"W, 40.13 FEET;	THENCE S13°06'30"E, 33.62 FEET;
THENCE S12°52'57"W, 53.09 FEET;	THENCE S21°00'29"E, 15.69 FEET;
THENCE S36°33'02"W, 97.23 FEET;	THENCE S24°25'59"W, 31.34 FEET;
THENCE S85°49'03"E, 68.31 FEET;	THENCE S21°15'16"W, 74.53 FEET;
THENCE N80°21'26"W, 33.00 FEET;	THENCE S22°43'03"W, 55.86 FEET;
THENCE S40°08'35"E, 34.73 FEET;	THENCE S2°29'52"W, 102.01 FEET;
THENCE S42°35'21"W, 35.85 FEET;	THENCE S24°16'02"W, 24.58 FEET;
THENCE S86°37'40"W, 49.96 FEET;	THENCE S64°06'08"W, 40.66 FEET;
THENCE S16°45'30"W, 70.59 FEET;	THENCE S7°53'39"E, 151.63 FEET;
THENCE N63°59'26"W, 46.81 FEET;	THENCE S8°09'31"W, 56.34 FEET;
THENCE S61°10'04"E, 31.19 FEET;	THENCE S18°35'30"W, 32.02 FEET;
THENCE S5°11'56"E, 53.39 FEET;	THENCE S25°04'40"W, 55.58 FEET;
THENCE S79°06'08"W, 45.18 FEET;	THENCE S21°19'50"W, 101.32 FEET;
THENCE S33°41'19"W, 58.52 FEET;	THENCE S17°23'38"E, 47.15 FEET;
THENCE S34°54'20"W, 27.35 FEET;	THENCE N60°56'55"W, 40.36 FEET;
THENCE N27°09'38"W, 28.30 FEET;	THENCE N79°22'51"W, 43.41 FEET;
THENCE S31°39'52"W, 54.43 FEET;	THENCE S13°41'11"W, 50.09 FEET;
THENCE S58°39'52"W, 55.50 FEET;	THENCE S37°09'39"W, 111.11 FEET;
THENCE N71°08'45"W, 40.67 FEET;	THENCE S59°10'48"W, 45.07 FEET;
THENCE S12°19'56"W, 60.83 FEET;	THENCE S51°32'32"W, 68.45 FEET;
THENCE S30°07'13"W, 57.74 FEET;	THENCE S49°18'00"W, 46.35 FEET;
THENCE S28°39'07"E, 38.43 FEET;	THENCE S26°03'58"W, 56.58 FEET;
THENCE S89°00'15"W, 39.88 FEET;	THENCE S0°26'00"E, 34.48 FEET;
THENCE S43°47'30"E, 40.80 FEET;	THENCE S59°00'16"W, 46.14 FEET;
THENCE S1°59'30"E, 73.57 FEET;	THENCE S13°29'09"W, 62.73 FEET;
THENCE S48°02'23"W, 39.81 FEET;	THENCE N38°37'30"W, 62.65 FEET;
THENCE N8°16'47"E, 61.97 FEET;	THENCE N80°19'39"W, 22.07 FEET;
THENCE S43°29'24"W, 19.78 FEET;	THENCE S5°25'50"E, 55.03 FEET;
THENCE S0°12'49"W, 85.21 FEET;	THENCE LEAVING SAID CENTERLINE OF
	GAMBLE CREEK GO S0°50'11"E, PARALLEL WITH THE WEST LINE OF
	AFORSAID EAST 3/4 OF SAID SECTION 27, 371.97 FEET TO THE SAID
	POINT OF BEGINNING.

CONTAINING 105.35 ACRES, MORE OR LESS.

EXHIBIT "A"

EXHIBIT "A" CONTINUE

TOGETHER WITH a 84 foot wide ingress and egress easement in Section 27, Township 33 South, Range 19 East, Manatee County, Florida, being more particularly described as follows: Commence at the Southeast corner of said Section 27; thence N 0°35'09"W, along the east line of said Section 27, 1327.65 feet, to the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 27; thence N 89°13'03" W, along the North line of said South 1/2, a distance of 1374.12 feet for a Point of Beginning; thence continue N 89°13'03", along said North line of said South 1/2, 1182.01 feet to a point on the Northerly right-of-way line of Rutland Road (Manatee County Road 675) said point being a point on a curve concave to the Southwest having a radius of 2366.83 feet; thence Northwesterly along the arc of said curve and said right-of-way line, through a central angle of 2°02'00", a distance of 84.00 feet (chord = 84.00 feet; chord bearing = N68°10'39"W); thence leaving said right-of-way line go N 56°17'52"E, 95.10 feet; thence S 89°13'03" E, parallel with said North line of said South 1/2 of said Southeast 1/4, 1180.00 feet; thence S 0°35'09" E, 84.02 feet to the said Point of Beginning.

SUBJECT TO a 84 foot wide ingress and egress easement hereby being reserved in favor of Grantor, the current owner of Tract 2 as described on the attached Exhibit B, to run with the land, located in Section 27, Township 33 South, Range 19 East, Manatee County, Florida, being more particularly described as follows: Commence at the Southeast corner of said Section 27; thence N 0°35'09" W, along the East line of said Section 27, 1327.65 feet, to the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 27; thence N 89°13'03" W, along the North line of said South 1/2, a distance of 1574.12 feet; thence N 0°35'09" W, 84.02 feet for a Point of Beginning; said Point of Beginning being a point on a curve concave to the South having a radius of 337.50; thence Northwesterly, Westerly, and Southwesterly along the arc of said curve, through a central angle of 148°42'54", a distance of 876.00 feet (chord = 650.00 feet; chord bearing N 89°13'03" W); thence S 89°13'03" E, 88.40 feet to a point on a curve concave to the South having a radius 253.50 feet; thence Northeasterly, Easterly, and Southeasterly along the arc of said curve, through a central angle of 137°55'30", a distance of 610.24 feet (chord = 473.21 feet; chord bearing S 89°13'03" E); thence S 89°13'03" E, 86.40 feet to the said Point of Beginning.

EXHIBIT " B "

DESCRIPTION PARCEL 2

A PARCEL OF LAND IN SECTION 27, TOWNSHIP 33 SOUTH, RANGE 19 EAST, MANATEE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 27; THENCE $N0^{\circ}35'09''W$, ALONG THE EAST LINE OF SAID SECTION 27, 1327.65 FEET, TO THE NORTHEAST CORNER OF THE SOUTH 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 27; THENCE $N89^{\circ}13'03''W$, ALONG THE NORTH LINE OF SAID SOUTH 1/2, 660.19 FEET TO THE NORTHWEST CORNER OF THE EAST 1/4 OF SAID SOUTH 1/2 FOR A POINT OF BEGINNING; THENCE CONTINUE $N89^{\circ}13'03''W$, ALONG SAID NORTH LINE OF SAID SOUTH 1/2, 1895.94 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF RUTLAND ROAD (MANATEE COUNTY ROAD 675) SAID POINT BEING A POINT ON A CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 2366.83 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID RIGHT-OF-WAY LINE, THROUGH A CENTRAL ANGLE OF $2^{\circ}02'00''$, A DISTANCE OF 84.00 FEET (CHORD = 84.00 FEET; CHORD BEARING = $N68^{\circ}10'39''W$); THENCE LEAVING SAID RIGHT-OF-WAY LINE GO $N56^{\circ}17'52''E$, 95.10 FEET; THENCE $S89^{\circ}13'03''E$, PARALLEL WITH SAID NORTH LINE OF SAID SOUTH 1/2 OF SAID SOUTHEAST 1/4, 1190.00 FEET; THENCE $N0^{\circ}35'09''W$, 1900.77 FEET; THENCE $N62^{\circ}53'56''W$, 1728.08 FEET; THENCE $N20^{\circ}24'51''E$, 965.66 FEET; THENCE $N74^{\circ}50'04''E$, 1261.54 FEET TO THE NORTHWEST CORNER OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 27; THENCE $S88^{\circ}11'01''E$, ALONG THE NORTH LINE OF SAID NORTHEAST 1/4 OF THE NORTHEAST 1/4, 677.56 FEET; THENCE $S0^{\circ}35'09''E$, PARALLEL WITH THE EAST LINE OF THE SOUTHEAST 1/4 OF SAID SECTION 27, 3995.46 FEET TO THE SAID POINT OF BEGINNING.

CONTAINING 114.30 ACRES, MORE OR LESS.

EXHIBIT "B" CONTINUED

TOGETHER WITH a 84 foot wide ingress and egress easement in Section 27, Township 33 South, Range 19 East, Manatee County, Florida, being more particularly described as follows: Commence at the Southeast corner of said Section 27; thence N 0°35'09" W, along the East line of said Section 27, 1327.65 feet, to the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 27; thence N 89°13'03" W, along the North line of said South 1/2, a distance of 1574.12 feet; thence N 0°35'09" W, 84.02 feet for a Point of Beginning; said Point of Beginning being a point on a curve concave to the South having a radius of 337.50; thence Northwesterly, Westerly, and Southwesterly along the arc of said curve, through a central angle of 148°42'54", a distance of 876.00 feet (chord = 650.00 feet; chord bearing N 89°13'03" W) thence S 89°13'03" E, 88.40 feet to a point on a curve concave to the South having a radius 253.50 feet; thence Northeasterly, Easterly, and Southeasterly along the arc of said curve, through a central angle of 137°55'30", a distance of 610.24 feet (chord = 473.21 feet; chord bearing S 89°13'03" E); thence S 89°13'03" E, 88.40 feet to the said Point of Beginning.

SUBJECT TO a 84 foot wide ingress and egress easement in Section 27, Township 33 South, Range 19 East, Manatee County, Florida, being more particularly described as follows: Commence at the Southeast corner of said Section 27; thence N 0°35'09"W, along the East line of said Section 27, 1327.65 feet, to the Northeast corner of the South 1/2 of the Southeast 1/4 of said Section 27; thence N 89°13'03" W, along the North line of said South 1/2, a distance of 1374.12 feet for a Point of Beginning; thence continue N 89°13'03", along said North line of said South 1/2, 1182.01 feet to a point on the Northerly right-of-way line of Rutland Road (Manatee County Road 675) said point being a point on a curve concave to the Southwest having a radius of 2366.83 feet; thence Northwesterly along the arc of said curve and said right-of-way line, through a central angle of 2°02'00", a distance of 84.00 feet (chord = 84.00 feet; chord bearing = N68°10'39"W); thence leaving said right-of-way line go N 56°17'52"E, 95.10 feet; thence S 89°13'03" E, parallel with said North line of said South 1/2 of said Southeast 1/4, 1180.00 feet; thence S 0°35'09" E, 84.02 feet to the said Point of Beginning.

ARTICLES OF ORGANIZATION
OF
HORSE HEAVEN, LLC

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The undersigned hereby certifies that he is the Authorized Representative of the Members who are forming a Limited Liability Company under Chapter 608, Florida Statutes. The following Articles of Organization are hereby adopted.

ARTICLE I.
NAME

The name of the Limited Liability Company shall be HORSE HEAVEN, LLC.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 9703 25th Street East, Parrish, Florida 34219.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 9703 25th Street East, Parrish, Florida 34219 and the name of its initial registered agent at such address is David R. Fink.


ARTICLE V.
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being the Authorized Representative of the Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of HORSE HEAVEN, LLC.

Executed by the undersigned as of November 14, 2011.

AUTHORIZED REPRESENTATIVE



David R. Fink

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Chapter 621, Florida Statutes, I agree to act in the capacity of Registered Agent for HORSE HEAVEN, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED as of November 14, 2011.



David R. Fink