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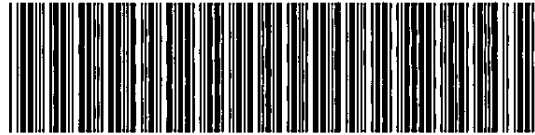
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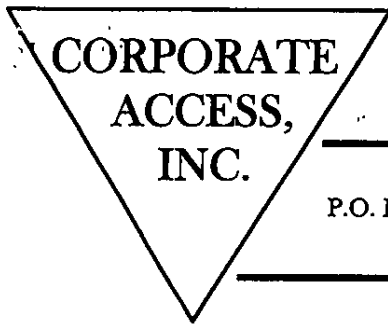
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Corp Conversion

1.

TerraCap GP II Corp.
(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

Pursuant to Florida Statutes Section 607.1113 (2012), **TERRACAP GP II CORP**, a Florida corporation, hereby files this Certificate of Conversion, thereby converting its legal status as a Florida corporation to that of a Florida limited liability company:

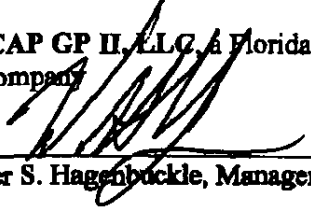
- a. TerraCap GP II Corp, a Florida corporation, was organized under the laws of the State of Florida on March 25, 2011.
- b. TerraCap GP II Corp, a Florida corporation, is hereby converted into TerraCap GP II, LLC, a Florida limited liability company, in compliance with Florida Statutes Chapter 607, and such conversion further complies with Florida Statutes Chapter 608.
- c. The address of the principal office of TerraCap GP II, LLC, a Florida limited liability company, is 23421 Walden Center Drive - Third Floor, Bonita Springs, Florida 34134.
- d. TerraCap GP II, LLC, a Florida limited liability company, shall pay to the sole shareholder of TerraCap GP II Corp, a Florida corporation, the sum to which such sole shareholder is entitled under Florida Statutes Sections 607.1301 – 607.1333, if any, with respect to such sole shareholder's appraisal rights, if any.
- e. The Plan of Conversion was approved by the sole director and sole shareholder of TerraCap GP II Corp, a Florida corporation, in accordance with Florida Statutes Chapter 607, and by the sole member of TerraCap GP II, LLC, a Florida limited liability company, in accordance with Florida Statutes Chapter 608, and the same is attached hereto.
- f. The effective date of the conversion shall be the date that this Certificate of Conversion is filed with the Florida Secretary of State.

Date: November 8, 2012.

TERRACAP GP II CORP, a Florida
corporation

By: 
Walter S. Hagenbuckle, President

TERRACAP GP II, LLC, a Florida limited
liability company

By: 
Walter S. Hagenbuckle, Manager

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TALLAHASSEE, FLORIDA

PLAN OF CONVERSION

Pursuant to Florida Statutes Section 607.1112 (2012), **TERRACAP GP II CORP**, a Florida corporation, hereby issues this Plan of Conversion intending to convert its legal status as a Florida corporation to that of a Florida limited liability company:

- a. The name of the corporation to be converted is TerraCap GP II Corp, a Florida corporation, and the name of the entity to which the corporation shall be converted is TerraCap GP II, LLC, a Florida limited liability company.
- b. The address of the principal office of TerraCap GP II, LLC, a Florida limited liability company, shall be 23421 Walden Center Drive - Third Floor, Bonita Springs, Florida 34134.
- c. The sole shareholder of TerraCap GP II Corp, a Florida corporation, shall become the sole member of TerraCap GP II, LLC, a Florida limited liability company, until such time, if any, as additional members are admitted to TerraCap GP II, LLC, a Florida limited liability company.
- d. This Plan of Conversion was approved by the sole director and sole shareholder of TerraCap GP II Corp, a Florida corporation, in accordance with Florida Statutes Chapter 607.
- e. The effective date of the conversion shall be the date that the Certificate of Conversion is filed with the Florida Secretary of State.
- f. The Articles of Organization of TerraCap GP II, LLC, a Florida limited liability company, have been approved by the sole director and sole shareholder of TerraCap GP II Corp, a Florida corporation, and by the sole member of TerraCap GP II, LLC, a Florida limited liability company, and the same are attached hereto.

Date: November 8, 2012.

TERRACAP GP II CORP, a Florida
corporation

By: 
Walter S. Hagenbuckle, President

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**ARTICLES OF ORGANIZATION
OF
TERRACAP GP II, LLC**

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TALLAHASSEE, FLORIDA

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

TerraCap GP II, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of the Company shall be 23421 Walden Center Drive - Third Floor, Bonita Springs, Florida 34134, and the mailing address of the Company shall be 23421 Walden Center Drive - Third Floor, Bonita Springs, Florida 34134.

ARTICLE III. TERM OF EXISTENCE

The Company shall commence its existence on the date that these Articles are filed pursuant to Florida Statutes Section 608.409 and shall exist in perpetuity until dissolved in a manner provided by law or as otherwise provided in the documents governing the operation of the Company.

ARTICLE IV. NATURE OF BUSINESS

The Company intends to engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE V. NEW MEMBERS

No new members shall be admitted without the unanimous consent of the members.

ARTICLE VI. CONTINUATION OF COMPANY

Remaining members of the Company shall have the right to continue the business of the Company upon the death, dissolution, incapacity, bankruptcy, insolvency, retirement, resignation, or expulsion of a member or upon the occurrence of any event that terminates the continual membership of a member in the Company upon the unanimous vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Company shall be managed by a Manager pursuant to Florida Statutes Section 608.422. The name and address of the Manager is as follows:

Walter S. Hagenbuckle
23421 Walden Center Drive
Third Floor
Bonita Springs, Florida 34134

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Company is Kevin A. Denti, Esquire. The street address of the initial registered office of the Company shall be Kevin A. Denti, P.A., 2180 Immokalee Road - Suite #316, Naples, Florida 34110. The mailing address of the registered agent shall be Kevin A. Denti, P.A., 2180 Immokalee Road - Suite #316, Naples, Florida 34110.

ARTICLE IX. ORGANIZER

The name and street address of the Organizer of the Company is:

Kevin A. Denti, Esquire
Kevin A. Denti, P.A.
2180 Immokalee Road
Suite #316
Naples, Florida 34110

The undersigned has set his hand hereto on this 8th day of November, 2012.




Kevin A. Denti, Esquire
Authorized Representative

ACCEPTANCE

I agree, as Registered Agent, to accept service of process, to keep my office open during all prescribed hours, and to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in a conspicuous place in such office as required by law. I am familiar with and accept the obligations of my position as Registered Agent.

The undersigned has set his hand hereto on this 8th day of November, 2012.



Kevin A. Denti, Esquire
Registered Agent