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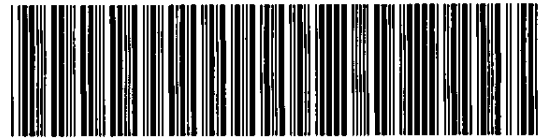
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DATE: 2/19/13

NAME: NRP 4TH AVENUE EQUITY INVESTOR LLC

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AUTHORIZATION: ABBIE/PAUL HODGE

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**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is NRP 4th Avenue Equity Investor LLC.
2. The name of the "Other Business Entity" is NRP Market Equity Investor LLC.
3. The "Other Business Entity" is a limited liability company formed under the laws of the State of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity".
5. The plan of conversion and this conversion were approved as required by Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on February 19, 2013.
7. This conversion shall be effective in Florida on February 19, 2013.
8. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is 5309 Transportation Boulevard, Cleveland, Ohio 44125.
9. The "Other Business Entity" lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.: c/o CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.
10. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, Florida Statutes.

Signed on February 19, 2013.

NRP MANAGER LLC,
a Florida limited liability company,
its Manager

By: 

Name: _____

Title: _____

Alan F. Scott
Manager

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SECTION 608.4403
TALLAHASSEE