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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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18 ACKNOWLEDGE
SUFFICIENCY OF FILING

MAY 18 2016
J. HARRIS

CT

May 16, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 10012768 SO
Customer Reference 1: 130792.00007
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

Journey Fund I GP, LLC (FL)
Conversion
Florida

File 2nd

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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

May 16, 2016

These Articles of Conversion are submitted to convert Journey Fund I GP, LLC, a Florida limited liability company (the "**Converting Company**"), into Journey Fund I GP, LLC, a Delaware limited liability company (the "**Surviving Company**"), in accordance with Fla. Stat. § 605.1045.

1. The name of the Converting Company immediately prior to the conversion is Journey Fund I GP, LLC, a Florida limited liability company.

2. The name of the Surviving Company upon the conversion is Journey Fund I GP, LLC, a Delaware limited liability company.

3. The Surviving Company is a limited liability company formed under the laws of the State of Delaware as of the date of filing of the Certificate of Conversion and Certificate of Formation with the Secretary of State of the State of Delaware. The Certificate of Formation of the Surviving Company filed with the Secretary of State of the State of Delaware is attached hereto as **Exhibit A**.

4. The Plan of Conversion for the conversion was approved by the Converting Company in accordance with Fla. Stat. §§ 605.1041 through 605.1046.

5. The conversion shall be effective upon the filing of these Articles of Conversion with the Division of Corporations of the Florida Department of State.

6. The street and mailing address of the Surviving Company at which the Division of Corporations of the Florida Department of State may send any process served on the Florida Department of State pursuant to Fla. Stat. § 605.0117 and Chapter 48, Florida Statutes, is 455 NE 5th Avenue, D-337, Delray Beach, Florida 33483.

7. To the extent that member(s) of the Converting Company or the Surviving Company have appraisal rights entitling such member(s) to a payment under Fla. Stat. § 605.1006 and Fla. Stat. §§ 605.1061 through 605.1072, the Surviving Company shall make such payment.

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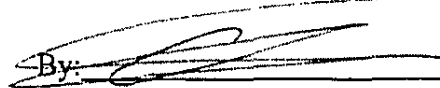
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16 MAY 16 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion of Journey Fund I GP, LLC, as of the date first written above.

CONVERTING COMPANY:

JOURNEY FUND I GP, LLC, a Florida limited liability company formerly known as LBI Death Care Manager, LLC

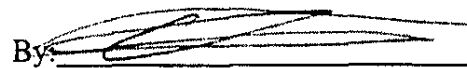
By: Littlebanc Advisors LLC, a Florida limited liability company, its sole Member and Manager

By: 
Name: Michael Margolies
Title: Managing Member

SURVIVING COMPANY:

JOURNEY FUND I GP, LLC, a Delaware limited liability company

By: Littlebanc Advisors LLC, a Florida limited liability company, its sole Member and Manager

By: 
Name: Michael Margolies
Title: Managing Member

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EXHIBIT A

CERTIFICATE OF FORMATION OF SURVIVING COMPANY

[TO BE ATTACHED]

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
JOURNEY FUND I GP, LLC**

May 16, 2016

This Certificate of Formation of Journey Fund I GP, LLC (the "**Company**") is being duly executed and filed by its sole member and manager to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST: The name of the Company is Journey Fund I GP, LLC.

SECOND: The address of its registered office in the State of Delaware is 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County. The name of its Registered Agent at such registered office is Corporate Creations Network Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole member and manager of the Company, has executed this Certificate of Formation of Journey Fund I GP, LLC as of the date first set forth above.

LITTLEBANC ADVISORS LLC, a Florida
limited liability company

By: 

Name: Michael Margolies

Title: Managing Member

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