

M98000000467

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, Twosome Flex Associates, L.L.C., a New Jersey limited liability company, hereby submits to the Florida Department of State the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company to be henceforth known as "Twosome Flex Associates, L.L.C."

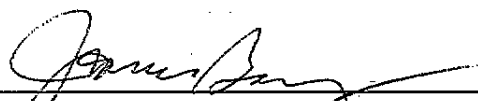
1. The name of the entity immediately prior to the filing of this document was TWOSOME FLEX ASSOCIATES, L.L.C., a New Jersey limited liability company. *m98-467*

2. The date on which and the jurisdiction in which Twosome Flex Associates, L.L.C., a New Jersey limited liability company, was first created or otherwise came into being are:

- A. Date: November 13, 1996 200005914932--6
B. Jurisdiction: New Jersey
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: New Jersey

3. The name of the limited liability company as set forth in the attached Articles of Organization is Twosome Flex Associates, L.L.C., a Florida limited liability company.

4. The effective date and time of the conversion of Twosome Flex Associates, L.L.C., a New Jersey limited liability company, to Twosome Flex Associates, L.L.C., a Florida limited liability company, shall be the date and time this Certificate of Conversion and the Articles of Organization of Twosome Flex Associates, L.L.C. are filed with the Florida Department of State.


Joanne H. McGarvey, Managing Member

Date: June 21, 2002

FILED
DIVISION OF STATE
SECRETARY OF CORPORATIONS
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