

P95000021547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

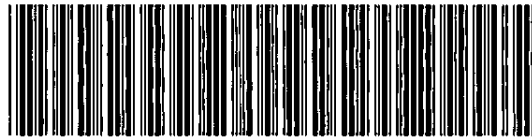
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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850 222 7615 fax  
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November 30, 2007

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

**FILED**  
07 NOV 30 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 7089134 SO  
Customer Reference 1: None Given  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

ESI Cherokee LP, Inc.  
Conversion  
Florida

895000021547

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

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy  
Fulfillment Specialist  
jennifer.murphy@wolterskluwer.com

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

**FILED**  
07 NOV 30 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

ESI Cherokee LP, Inc.

**(Enter Name of Florida Profit Corporation)**

2. The name of the "Other Business Entity" is:

ESI Cherokee LP, LLC

**(Enter Name of "Other Business Entity")**

3. The "Other Business Entity" is a limited liability company

**(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)**

organized, formed or incorporated under the laws of Delaware

**(Enter state, or if a non-U.S. entity, the name of the country)**

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: November 30, 2007

8. This conversion shall be effective in Florida on: November 30, 2007.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

\_\_\_\_\_

\_\_\_\_\_

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.


b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 700 Universe Boulevard  
Juno Beach, Florida 33408-0420

Mailing Address: 700 Universe Boulevard  
Juno Beach, Florida 33408-0420

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 30th day of November 2007.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Bryan J. Ansell Title: Vice President

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)