

P98000069/21

(Requestor's Name)

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2006 APR 24 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
06 APR 24 AM 10:43
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 050408 7353539

AUTHORIZATION : *Spubelen*

COST LIMIT : \$ 35.00

ORDER DATE : April 24, 2006

ORDER TIME : 9:48 AM

ORDER NO. : 050408-005

CUSTOMER NO: 7353539

EFFECTIVE DATE

4/24/06

FILED
2006 APR 24 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SHOPPES OF TOWN CENTER, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: _____

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

EFFECTIVE DATE
4/26/06

FILED
2006 APR 24 PM 4:07
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:

Shoppes of Town Center, Inc.

(Enter Name of Florida Profit Corporation)

P980000069121

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

Shoppes of Town Center, Inc.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a corporation

(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: April 26, 2006, at 12:01 a.m.

8. This conversion shall be effective in Florida on: April 26, 2006, at 12:01 a.m.
(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:
Delaware Corporate Services Inc., 222 Delaware Ave.,
10th Floor, Wilmington, DE 19801

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.

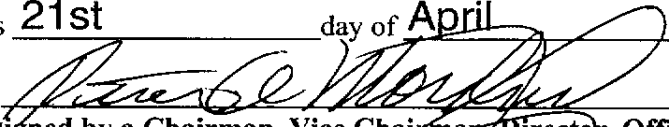
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: c/o Belmont Investment Corp., 600 Haverford
Road, Suite G101, Haverford, PA 19041

Mailing Address: c/o Belmont Investment Corp., 600 Haverford
Road, Suite G101, Haverford, PA 19041

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 21st day of April 2006.

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

Printed Name: Peter A. Mardinly Title: Vice President

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