

112374

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

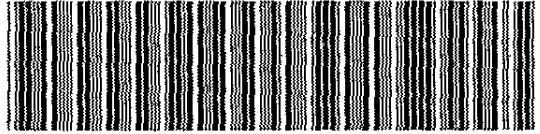
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/03/06--01038--023 **400.00

50.00

✓
Assignment

112374

ASSIGNMENT OF MARK REGISTRATION

1. The mark to be assigned is: THE VILLAS AT GRAND CYPRESS

Registration Number: T12374

2. ASSIGNOR:
Name: GRAND CYPRESS FLORIDA, INC.

If Assignor is a corporation, the state in which incorporated & FL registration/document number:
FLORIDA P31336

Address: 60 GRAND CYPRESS BOULEVARD

City: ORLANDO State/Zip: FL 32836


3. ASSIGNEE:
Name: GRAND CYPRESS FLORIDA, LP

If Assignee is a corporation, the state in which incorporated & FL registration/document number:
FLORIDA B06000000232

Address: 60 GRAND CYPRESS BOULEVARD

City: ORLANDO State/Zip: FL 32836

4. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of the mark) is hereby assigned by GRAND CYPRESS FLORIDA, INC. to
(the Assignor)

GRAND CYPRESS FLORIDA, LP
(the Assignee)

(Assignor's Signature)


(Assignee's Signature)

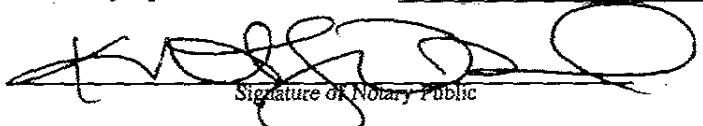
By MICHAEL IWUC
(Typed or Printed Name of Person Signing Above)

By MICHAEL IWUC
(Typed or Printed Name of Person Signing Above)

On this 30th day of June, 2006, MICHAEL IWUC personally appeared before me,

who is personally known to me whose identity I proved on the basis of FL Drivers License

(Notary Seal)


Signature of Notary Public

Instructions: The assignment must be signed by both the assignee and the assignor. If a corporation, an officer of the corporation must sign. Both the assignee's and the assignor's signature must be acknowledged before a Notary Public. If you need assistance, call the Registration Section at (850) 245-6051.

FILING FEE: \$50
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:54 PM 05/31/2006
FILED 01:54 PM 05/31/2006
SRV 060523342 - 4167175 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED PARTNERSHIP PURSUANT TO
SECTION 17-217 OF THE LIMITED PARTNERSHIP ACT

- 1.) The jurisdiction where the Corporation first formed is Hawaii.
- 2.) The jurisdiction immediately prior to filing this Certificate is Hawaii.
- 3.) The date the corporation first formed is August 10, 1990.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Grand Cypress Florida, Inc.
- 5.) The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is Grand Cypress Florida, LP.
- 6.) The conversion shall be effective on May 31, 2006, at 11:59 p.m.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 31st day of
May, A.D. 2006.

GRAND CYPRESS FLORIDA, LP

By: GRAND CYPRESS FLORIDA GP, LLC
its General Partner

By: 

Name: Peter F. Kashiwa
Title: Authorized Person



Department of Commerce and Consumer Affairs

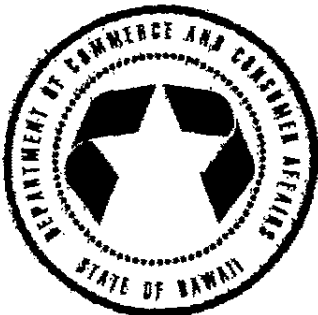
CERTIFICATE OF CONVERSION

I, MARK E. RECKTENWALD, Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that pursuant to the Articles of Conversion of GRAND CYPRESS FLORIDA, INC., a Hawaii profit corporation, filed in this department on May 31, 2006, in accordance with the Hawaii Revised Statutes, GRAND CYPRESS FLORIDA, INC. is hereby converted to GRAND CYPRESS FLORIDA, LP, a Delaware limited partnership, and that the conversion became effective on May 31, 2006, at 5:59 p.m.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, State of Hawaii, this 31st day of May, 2006.

Mark E. Recktenwald

Director of Commerce and Consumer
Affairs



8. Complete the applicable section. The Plan of Conversion was approved by the converting entity as follows:

A. By vote of the shareholders of the converting domestic profit/professional corporation:

Number of Shares Outstanding	Class/Series	Number of Shares Voting For Conversion	Number of Shares Voting Against Conversion
40,000,000	Common	40,000,000	0

OR

B. By vote of the converting domestic limited liability company:

Total Number of Authorized Votes	Number of Votes For the Conversion	Number of Votes Against the Conversion

OR

C. The converting entity was a foreign profit corporation, a foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or foreign nonprofit corporation, a domestic or foreign general partnership, or a domestic or foreign limited liability partnership. The approval of the Plan of Conversion was duly authorized and complied with the laws under which the converting entity was incorporated, formed, organized, or qualified.

OR

D. The converting entity was a domestic limited partnership or a domestic limited liability limited partnership and that a majority of the general partners have agreed to the conversion.

9. The conversion is effective on the date and time of filing the Articles of Conversion or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

Conversion is effective on the date and time of filing the Articles of Conversion.

Conversion is effective on May 31, 2006 at 5:59 p. mt.,
Hawaiian Standard Time, which date is not later than 30 days after the filing of the Articles of Conversion.

I/we certify under the penalties of Section 414-20, 415A-25, 414D-12, 425-13, 425-172, 425E-208, and 428-1302, Hawaii Revised Statutes, as applicable, that I/we have read the above statements and that the same are true and correct.

Signed this 31st day of May, 2006

Cyrus I. Oda, Secretary

(Type/Print Name & Title)

(Signature)

(Type/Print Name & Title)

(Signature)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by an officer, partner, or other duly authorized representative of the converting entity.