

143054

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

CERTIFICATE OF CONVERSION

Wayne-Barton, LLC

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one only**):

☒ Limited Liability Company or ☐ Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one only**):

☐ Other entity" or ☐ Business Corporation or ☐ Sole Proprietorship or
☐ Partnership (General, Limited, or Limited Liability Partnership) or ☒ Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:

Wayne-Barton, LLC

If the entity's name has been changed, the name under which it was originally organized:

b. The date on which the converting entity was first created, formed, or otherwise came into being is:

September 24, 2004

c. The jurisdiction to which the entity is converting is: State of Delaware

d. The name of the entity following the conversion is: Wayne-Barton, LLC

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as it's agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

Delaware Incorporators & Registration Service, LLC 1007 Orange St., Suite 1410, Wilmington, DE 19801

h. The future date or time certain of the conversion is: date this certificate is filed with Secretary of State of Rhode Island

FILED

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SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3-4-09

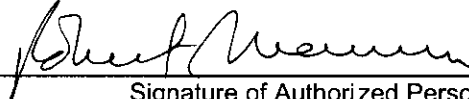
Wayne-Barton, LLC

Print Name of Limited Liability Company

By: 

Signature of Authorized Person

President, Fortress Trust Management Co., Inc.
Attorney-in-fact

By: 

Signature of Authorized Person

President, Fortress Trust Management, Inc.
Attorney-in-fact