

No Filing Fee (See Instructions)

ID Number: 154122



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

CERTIFICATE OF CONVERSION
(To Be Filed in Duplicate)

SPL Associates, LLC

(Insert full name of the entity following the conversion)

05/15/06 - 1 PM 3:44

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 box only)

- "other entity" submits the following certificate of conversion for the purpose of converting to a
 - limited partnership or a limited liability company (check one box only)

or

- general partnership submits the following certificate of conversion for the purpose of converting to a limited liability company

- a. The name of the converting entity filing this Certificate of Conversion is: SPL Associates
- b. The date on which the converting entity was first created, formed, or otherwise came into being is: 12/6/1998
- c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is: Rhode Island
- d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity immediately prior to the filing of the Certificate of Conversion: N/A
- e. The name of the limited partnership or limited liability company following the conversion is:
SPL Associates, LLC

SECTION II: TO BE COMPLETED ONLY IF THE CONVERTING ENTITY IS AN "OTHER ENTITY" PURSUANT TO §7-13-8.1 OR §7-16-5.1 (check one box only) OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. The Certificate of Conversion is filed as an accompanying certificate to the Certificate of Limited Partnership or Articles of Organization (check one box only) of the converting entity.
- b. The future date or time certain of the conversion to limited partnership or limited liability company (check one box only) is to become effective, if later than the date of filing of the certificate of conversion and the certificate of limited partnership or limited liability company (check one box only) is: _____
- c. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the partnership agreement or limited liability company agreement (check one box only) shall be approved by the same authorization required to approve the conversion.

SECTION III: TO BE COMPLETED ONLY IF THE CONVERTING ENTITY IS A GENERAL PARTNERSHIP PURSUANT TO §7-16-5.3 OF THE RHODE ISLAND GENERAL LAWS, 1956, AS AMENDED.

- a. The date(s), if applicable, when the initial partnership agreement was amended: N/A

FILED
MAR 01 2006
By [Signature]

b. The Certificate of Conversion is filed as an accompanying certificate to the articles of organization or articles of amendment or restated articles of organization (**check one box only**) of the converting entity.

c. This conversion has been approved by the partners in the manner provided in the partnership agreement for amendments to the partnership agreement or, if no such provision is made in the partnership agreement, by all partners.

.....
SECTION IV: TO BE COMPLETED 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: February 24, 2006

Print Name of Limited Partnership

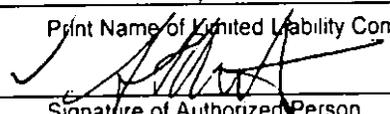
By: _____
Signature of General Partner

By: _____
Signature of General Partner

By: _____
Signature of General Partner

OR

SPL Associates, LLC
Print Name of Limited Liability Company

By: 
Signature of Authorized Person

Steven R. Alvidi, Manager