

No Filing Fee (See Instructions)

ID Number:

142396



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)

Suburban Pilgrim Realty Development, 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 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

[X] 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: Suburban Pilgrim Realty Development, a RI General Partnership
b. The date on which the converting entity was first created, formed, or otherwise came into being is: December 21, 2000
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: na
e. The name of the limited partnership or limited liability company following the conversion is:
Suburban Pilgrim Realty Development, 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: August 2004

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STATE OF RHODE ISLAND
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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.

see attached partners consent

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: _____

Print Name of Limited Partnership

By: _____
Signature of General Partner

By: _____
Signature of General Partner

By: _____
Signature of General Partner

OR

Suburban Pilgrim Realty Development, LLC

Print Name of Limited Liability Company

By: Frank J. [Signature]
Signature of Authorized Person

**UNANIMOUS CONSENT ACTION
OF PARTNERS
OF
SUBURBAN PILGRIM REALTY DEVELOPMENT,
A RHODE ISLAND GENERAL PARTNERSHIP**

We, **Francis C. Jenestreet** of the Town of Charlestown, State of Rhode Island and **Joseph M. Viele** of the Town of South Kingstown, State of Rhode Island, being all of the General Partners of Suburban Pilgrim Realty Development, a Rhode Island General Partnership, do hereby take the following action:

VOTED: That Suburban Pilgrim Realty Development, a Rhode Island General Partnership, pursuant to Rhode Island General Law 7-16-5.3 be converted to a Rhode Island Limited Liability Company.

VOTED: That Attorney A. Harry Cesario of 24 Salt Pond Road, Suite C-3, Wakefield, Rhode Island be hereby authorized and empowered to prepare any and all necessary documentation to effectuate the conversion contemplated herein.

VOTED: That Francis C. Jenestreet and/or Joseph M. Viele hereby be authorized and empowered to sign any and all necessary documentation in order to effectuate the conversion of the General Partnership to a Rhode Island Limited Liability Company.

VOTED: That after preparation and signing, any and all necessary documentation be filed with the Rhode Island Secretary of State's Office, and that Attorney A. Harry Cesario process any and all other necessary documents in order to effectuate and finalize the conversion of the General Partnership to a Limited Liability Company.

VOTED: That all of the actions of the partners to date, are approved and ratified and in all respects confirmed.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Consent Action on the 11th day of August, 2004.

Alice S. Duffin
Witness

Francis C. Jenestreet
Francis C. Jenestreet, Partner

Alice S. Duffin
Witness

Joseph M. Viele
Joseph M. Viele, Partner