

No Filing Fee (See Instructions)

ID Number: 158870



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

ADMIRAL FITZROY INN 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)
- general partnership or a sole proprietorship ^{OR} submits the following certificate of conversion for the purpose of converting to a limited liability company.

BRIAN & DAWN FITZGERALD

- a. The name of the converting entity filing this Certificate of Conversion is: ADMIRAL FITZROY INN
- b. The date on which the converting entity was first created, formed, or otherwise came into being is: 4/24/06
- c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is: *
- 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: *
- e. The name of the limited partnership or limited liability company following the conversion is:

ADMIRAL FITZROY INN, LLC

*note: items c & d do not apply to sole proprietorships

SECTION II: TO BE COMPLETED ONLY IF THE CONVERTING ENTITY IS AN "OTHER ENTITY" PURSUANT TO S7-13-8.1 OR S7-16-5.1 (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 S7-16-5.3 OF THE RHODE ISLAND GENERAL LAWS, 1956, AS AMENDED.

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

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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.

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: 9/29/06

BRIAN & DAWN FITZGERALD
Print Name of other entity

OR

Print Name of General Partnership

By: [Signature]
Signature of Authorized Person

By: _____
Signature of Partner

By: [Signature]
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

AND

Print Name of Limited Partnership

OR

Admiral Fitzroy Inn, LLC
Dawn D. Fitzgerald
Print Name of Limited Liability Company

By: _____
Signature of General Partner

By: [Signature]
Signature of Authorized Person

By: _____
Signature of General Partner

By: _____
Signature of General Partner