Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812

Certificate of Conversion from a Delaware or Non-Delaware Limited Partnership to a Delaware Limited Liability Company

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Partnership to a Delaware Limited Liability Company. The fee to file the Certificate of Conversion is $200.00. Also, enclosed please find a form for a Certificate of Formation that is required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Certificate of Formation is $90.00. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped "filed" copy of your document. If you would like a certified copy it will be an additional $100.00. ($50.00 for the Conversion and $50.00 for the Formation) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to "Delaware Secretary of State".

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. http://corp.delaware.gov/filingmemo.pdf. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Rev 09/05

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1.) The jurisdiction where the Limited Partnership first formed is _____.

2.) The jurisdiction immediately prior to filing this Certificate is_____.

3.) The date the Limited Partnership first formed is_____.

4.) The name of the Limited Partnership immediately prior to filing this Certificate is_____.

5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is _____.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the _____day of _____, A.D._____.

By:_____
Authorized Person

Name:_____
Print or Type

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

• **First:** The name of the limited liability company is _____
_____

• **Second:** The address of its registered office in the State of Delaware is _____ in the City of _____ Zip Code_____.

The name of its Registered agent at such address is _____
_____.

• **Third:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this _____ day of _____, 20_____.

By:_____
Authorized Person(s)

Name:_____
Typed or Printed