Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 07/06/1995
REQUEST NUMBER: 95187042

FILE/REGISTRATION DATE: 06/08/1995
STATUS: ACTIVE
CONTROL NUMBER: 0295857
JURISDICTION: TENNESSEE

BOOK 9725 PG 769

TO:
BOULT CUMMINGS CONNERS & BERRY
STEVEN WOOD
PO BOX 198062
NASHVILLE, TN 37219

REQUESTED BY:
BOULT CUMMINGS CONNERS & BERRY
STEVEN WOOD
PO BOX 198062
NASHVILLE, TN 37219

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"F & S INVESTMENTS, LLC"

WAS FORMED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE [illegible] AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN THIS OFFICE ON THE [illegible] AS BELOW INDICATED.

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION NAM DUR STK PRN OFC AGT INC MAL FYC
3018-1632	06/08/1995	LLC CONVERSION	

0077246

IDENTIFICATION REFERENCE

95 JUL -7 PM 4:10

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

FOR: REQUEST FOR COPIES

ON DATE: 07/06/95

FROM:
[illegible]LT, CUMMINGS, CONNERS & BERRY
BOX 198062

NASHVILLE, TN 37219-0000

FEES

RECEIVED:	$20.00	$0.00
TOTAL PAYMENT RECEIVED:		$20.00

RECEIPT NUMBER: 00001824491
ACCOUNT NUMBER: 00000413

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

BOOK 9725PG770

Articles of Conversion
of
F & S Investments, LLC

The undersigned person, having been duly authorized, adopts the following Articles of Conversion for such limited liability company:

1. In accordance with the requirements of Section 48-204-101 of the Tennessee Limited Liability Company Act, the undersigned submits the following information required to be set forth in its Articles of Conversion:

(a) Pursuant to the Articles of Conversion, F & S Properties is converted from a Tennessee general partnership to a limited liability company.

(b) The name of the general partnership being converted is F & S Properties and its business address is Foster and Glenrose Avenues, P. O. Box 100926, Nashville, Tennessee 37224.

(c) The name of each of the general partners of such partnership is as follows:

James L. Fishel
P. O. Box 100926
Nashville, Tennessee 37224

James M. Schulman
P. O. Box 100926
Nashville, Tennessee 37224

(d) The terms and conditions of the conversion of the general partnership to a limited liability company have been approved unanimously by the general partners of the partnership.

(e) The number of members of the limited liability company on the date of conversion is two (2).

2. The name of the limited liability company is F & S Investments, LLC (the "LLC").

3. The purpose of the LLC is to conduct any lawful business authorized by the members of the LLC.

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4. The street address, zip code and county of the initial registered office of the LLC in the State of Tennessee shall be Foster and Glenrose Avenues, P O Box 100926, Nashville, Davidson County, Tennessee 37224

5. The name of the initial registered agent of the LLC, located at the registered office set forth above, is James L. Fishel

6 The name and address of the organizer of the LLC is

James L. Fishel
P O Box 100926
Nashville, Tennessee 37224

7. The street address, zip code and county of the principal executive office of the LLC shall be Foster and Glenrose Avenues, P O Box 100926, Nashville, Davidson County, Tennessee 37224.

8 At the date and time of formation, the LLC shall have at least two (2) members

9 The LLC shall not have the power to expel a member

10 Upon the filing of these articles, the LLC will have two (2) members, which fills the requirement under Tennessee Code Annotated § 48A-3-103 that a limited liability company have at least two (2) members at the time of formation or conversion.

11 The LLC will be managed by the members

12 Upon the expulsion, withdrawal or other event that terminates the continued membership of a member, if there are at least two remaining members of the LLC, a majority in interest of the remaining members may by a vote consent to the continuation of the existence and business of the LLC, provided that such consent is obtained within 90 days of the expulsion, withdrawal or other event terminating the continued membership of a member.

13 The existence of the LLC is to begin upon the filing of the Articles of Conversion

14 The duration of the LLC shall be until December 31, 2044

15 The members, parties to contributions agreements, and parties to contribution allowance agreements shall not have preemptive rights

16. As permitted under Tennessee Code Annotated, Section 48-245-101(b), the LLC is not dissolved and not required to be wound up by reason of an event that terminates the continued membership of a Member if there are at least two remaining Members and the

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majority in interest of the remaining Members consent to the continuation of the existence and business of the LLC within ninety (90) days of such Member's termination of membership

17. (a) To the maximum extent permitted by the provisions of T.C.A. § 48-243-101, as amended from time to time (provided, however, that if an amendment to such act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph which occur subsequent to the effective date of such amendment), the LLC shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines, judgements, penalties and amounts paid in settlement thereof, provided that such proceeding or action be instituted by reason of the fact that such person is or was a member of the LLC

(b) The LLC may, to the maximum extent permitted by the provisions of T.C.A. § 48-243-101, as amended, from time to time (provided, however, that if an amendment to such act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph which occur subsequent to the effective date of such amendment), indemnify and advance expenses to any person, his heirs, executors and administrators, to the same extent as set forth in Paragraph 17(a) above or to the extent as determined by the members, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was a manager, employee or agent of the LLC.

(c) Any repeal or modification of the provisions of this Paragraph 17, directly or by the adoption of an inconsistent provision of this charter, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification

June 8, 1995

James I. Fishel, Member and Organizer

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