Rec'd $

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

DATE: 01/17/95
REQUEST NUMBER: 2940-1721
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 01/17/95 1451
EFFECTIVE DATE/TIME: 01/17/95 1451
CONTROL NUMBER: 0273392

BOOK 9842 PG 922

TO
WEST END PROPERTIES, L.P.
424 CHURCH ST., SUITE 2000
NASHVILLE, TN 37219

95 OCT 30 PM 3:50
FELIX Z. ALEXANDER, REGISTER
DAVIDSON COUNTY, TN.

011781

RE:
WEST END PROPERTIES, LLC
ARTICLES OF CONVERSION OF
A LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE ORGANIZATION OF THE ABOVE LIMITED LIABILITY COMPANY (LLC) IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A LLC ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LLC'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LLC AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LLC TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LLC CONTROL NUMBER GIVEN ABOVE.

FOR: ARTICLES OF CONVERSION OF A LIMITED LIABILITY COMPANY ON DATE: 01/17/95

		FEES
RECEIVED:	$300.00	$0.00
TOTAL PAYMENT:		$300.00

FROM
WEST END PROPERTIES, L.P.
424 CHURCH ST., SUITE 2000
NASHVILLE, TN 37219

RECEIPT NUMBER: 000001738013
ACCOUNT NUMBER: 00208512

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

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FILED
95 JAN 17 PM 2:51
SECRETARY OF STATE

ARTICLES OF CONVERSION
OF
WEST END PROPERTIES, L.P.
TO
WEST END PROPERTIES, LLC

The undersigned, Woodmont Centre, Inc., a Delaware corporation, and JM Investment Co., a Delaware corporation, acting under the Tennessee Limited Liability Company Act, Tennessee Code Annotated, Section 48-201-101 et seq., hereby adopt the following Articles of Conversion for conversion of such limited partnership to such limited liability company:

ARTICLE I

By action of the partners, West End Properties, L.P. was approved for conversion to a limited liability company under the Tennessee Limited Liability Company Act from a limited partnership.

ARTICLE II

The name and principal business address of the former limited partnership is West End Properties, L.P., 424 Church Street, Suite 2000, Nashville, Tennessee 37219.

ARTICLE III

The following below-listed corporations are the partners of the former limited partnership:

Woodmont Centre, Inc.

JM Investment Co.

ARTICLE IV

The terms and conditions of the conversion of West End Properties, L.P. to West End Properties, LLC have been approved by the unanimous vote of the partners.

ARTICLE V

At the date and time of the conversion of the limited partnership to such limited liability company, there are two (2) members of the limited liability company.

ARTICLE VI

The name of the limited liability company is West End Properties, LLC.

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ARTICLE VII

The street address and zip code of the initial registered office of the limited liability company shall be 424 Church Street, Suite 2000, Nashville, Tennessee 37219. The name of the limited liability company's initial registered agent at its initial registered office is John H. Roe, Jr.

ARTICLE VIII

The limited liability company shall have the power and authority to carry on any business permitted by, and to have and exercise all of the powers and rights conferred by, the Tennessee Limited Liability Company Act as amended from time to time or any successor provisions thereto.

ARTICLE IX

The limited liability company shall be managed by the members.

a. All powers shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of, the members.

b. Whenever the members are required or permitted to take any action by vote, such action may be taken without a meeting on action by written consent, setting forth the action so taken, with the required number of the members necessary to provide such consent being provided for in the Operating Agreement of the limited liability company. Any such action shall be as valid and effective as any meeting and vote duly taken at any annual or special meeting of the members.

c. The required vote for all decisions which shall require action by the members shall be as specified in the Operating Agreement of the limited liability company.

d. New members shall be admitted to the limited liability company in the manner prescribed in the Operating Agreement of the limited liability company.

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e. The initial Chief Manager, who shall be John H. Roe, Jr., the initial Secretary, who shall be Jana Y. Wood, the initial Controller who shall be Terrie A. Carlton, and such other managers as shall be designated by election of the members shall have such authority and shall perform the duties set forth in the Operating Agreement of the limited liability company or as prescribed by the members of the limited liability company.

ARTICLE X

The street address and zip code of the principal executive office of the limited liability company and the county in which the principal executive office is located is 424 Church Street, Suite 2000, Nashville, Davidson County, Tennessee 37219.

ARTICLE XI

The limited liability company shall not have the power and authority to expel a member.

ARTICLE XII

The existence of the limited liability company is to begin upon the occurrence of the filing of these Articles of Conversion.

ARTICLE XIII

The duration of the limited liability company shall be limited to a specific term of fifty (50) years commencing from the date of the filing of these Articles of Conversion and ending on December 31, 2044.

ARTICLE XIV

The members of the limited liability company and any other parties to any contribution agreement or contribution allowance agreement with the limited liability company shall have preemptive rights.

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ARTICLE XV

a. The following named managers of the limited liability company shall have the authority to execute all necessary and appropriate instruments for the transfer of real property:

John H. Roe, Jr., as Chief Manager

Jana Y. Wood, as Secretary

Terrie A. Carlton, as Controller

b. The following restrictions shall apply regarding such authority as granted to the above-listed members:

The signature of John H. Roe, Jr. and one of such other managers shall be required on any conveyance or mortgage of the real property owned by the limited liability company, and the signature of John H. Roe, Jr. or Jana Y. Wood shall be required on any lease of such real property.

ARTICLE XVI

In the event of a member's withdrawal and subject to the provisions of the Operating Agreement of the limited liability company concerning dissolution, winding down or termination of the limited liability company, the existence and business of the limited liability company may be continued by consent of a majority in interest of the remaining members of the limited liability company.

ARTICLE XVII

With respect to the dissolution, winding up or termination of the limited liability company, the Operating Agreement of the limited liability company shall specify any variance from, negation of, or change in the ability of members of the limited liability company to act as agents of the limited liability company as provided in the Tennessee Limited Liability Company Act.

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ARTICLE XVIII

West End Properties, LLC shall be deemed for all purposes the same entity as West End Properties, L.P.

ARTICLE XIX

The partners shall have the power to convert the limited partnership to the limited liability company pursuant to Tennessee Code Annotated Section 48-204-101 and, in that capacity, may file these Articles of Conversion with the Tennessee Secretary of State, accept initial contributions from the members, and take such other actions as may be necessary or appropriate to convert the limited partnership to the limited liability company.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Articles of Conversion for West End Properties, LLC on January 17, 1995.

WOODMONT CENTRE, INC., Partner

By: _____
John H. Roe, Jr., President

Attest:

By: _____
Jana Y. Wood, Secretary

(Corporate Seal)

JM INVESTMENT CO., Partner

By: _____
John H. Roe, Jr., President

Attest:

By: _____
Jana Y. Wood, Secretary

(Corporate Seal)