Box 16
MDS

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

DATE: 08/28/96
REQUEST NUMBER: 3209-0713
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/28/96 1143
EFFECTIVE DATE/TIME: 08/28/96 1143
CONTROL NUMBER: 0316949

TO:
CAPITAL FILING SERVICE
7052 HGWAY
70 SOUTH NO 333
NASHVILLE, TN 37221

BOOK 10170 PG 409

RE:
GREENE HILLS, LLC
ARTICLES OF CONVERSION -
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE

A LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY'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 LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION

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

PLEASE BE ADVISED THAT THIS DOCUMENT MUST BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

0219047
IDENTIF. # REFERENCE

96 AUG 28 PM 1:35
REGISTER
DAVIDSON COUNTY, TN.

FOR: ARTICLES OF CONVERSION -
LIMITED LIABILITY COMPANY

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

1853 08/28 01:01 03CHECK 6.50

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED

BOOK 10170 PG 410

ARTICLES OF CONVERSION
OF
GREENE INVESTMENT COMPANY
TO
GREENE HILLS, LLC

The undersigned, being the Managing General Partner of Greene Investment Company, a Tennessee general partnership (the "Partnership"), acting under the Tennessee Limited Liability Company Act, Tennessee Code Annotated Section 48-204-101 et seq., hereby adopts the following Articles of Conversion for conversion of the Partnership to Greene Hills, LLC:

ARTICLE I

By action of the general partners, the Partnership was converted from a general partnership to a limited liability company under the Tennessee Limited Liability Company Act. The terms and conditions of the conversion were unanimously approved by general partners of the Partnership.

ARTICLE II

The name and principal business address of the former Partnership are Greene Investment Company, 4003 Sunnybrook Drive, Nashville, Tennessee 37205.

ARTICLE XIII

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 XIV

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.

ARTICLE XV

a. The limited liability company shall have the power to indemnify any member who has taken an action of management as a member, manager, employee, agent of the limited liability company, or any other person who is serving at the request of the limited liability company in any such capacity with another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, or other enterprise (including, without limitation, any employee benefit plan) to the fullest extent permitted by the Tennessee Limited Liability Company Act as it exists on the

date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a member, manager, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of such a person.

b. By action of the members, notwithstanding any interest of the members in the action, the limited liability company may purchase and maintain insurance, in such amounts as the members deem appropriate, to protect any member, manager, employee, independent contractor or agent of the limited liability company or any other person who is or was serving at the request of the limited liability company in any such capacity with another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, or other enterprise (including, without limitation, any employee benefit plan) against liability asserted against him or incurred by him in any such capacity or arising out of his status as such (including, without limitation, expenses, judgments, fines, and amounts paid in settlement) to the fullest extent permitted by the Tennessee Limited Liability Company Act as it exists on the date hereof or as it may hereafter be amended, and whether or not the limited liability company would have the power or would be required to indemnify such person under the terms of any agreement or provision of the Operating Agreement or the Tennessee Limited Liability Company Act. For purposes of this paragraph (b), "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan.

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ARTICLE XVI

Greene Hills, LLC shall be deemed for all purposes the same entity as Greene Investment Company.

ARTICLE XVII

Nathaniel Jordan Greene, the Managing General Partner of the Partnership, shall have the power to convert the 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 Partnership to the limited liability company.

Date: 5/27/96, 1996

GREENE INVESTMENT COMPANY, a Tennessee General Partnership

Nathaniel Jordan Greene
Managing General Partner

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STATE OF TENNESSEE)

COUNTY OF MADISON)

Personally appeared before me, Lea Ann Sexton, a Notary Public, Nathaniel Jordan Greene, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Managing General Partner of Greene Investment Company, a Tennessee general partnership, and is authorized by the general partnership to execute this instrument on behalf of the general partnership.

WITNESS my hand, at office, this 27th day of August, 1996.

Lea Ann Sexton
Notary Public

My Commission Expires:

5/28/2000

#445662 8/27/96 LAS

NOTARY PUBLIC AT LARGE

ARTICLE III

The names of each of the partners in the former Partnership are William Otis Greene, III, Sulee Greene Moores, Michael Lewis Greene, Nathaniel Jordan Greene and Samuel Cunningham Greene.

ARTICLE IV

At the date and time of the conversion of the Partnership to such limited liability company, there are five (5) members of the limited liability company.

ARTICLE V

The name of the limited liability company is Greene Hills, LLC.

ARTICLE VI

The street address and zip code of the initial registered office of the limited liability company shall be 4003 Sunnybrook Drive, Nashville, Davidson County, Tennessee 37205. The name of the limited liability company's initial registered agent at such address is Nathaniel Jordan Greene.

ARTICLE VII

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 VIII

The limited liability company shall be managed by its members.

ARTICLE IX

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 4003 Sunnybrook Drive, Nashville, Davidson County, Tennessee 37205.

ARTICLE X

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

ARTICLE XI

The duration of the limited liability company shall be limited to a specific term of thirty (30) years commencing from the date of the filing of these Articles of Conversion.

ARTICLE XII

The members of the limited liability company shall not have preemptive rights.