Secretary of State

Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 11/15/05
REQUEST NUMBER: 5603-1508
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/15/05 1527
EFFECTIVE DATE/TIME: 11/15/05 1527
CONTROL NUMBER: 0331268

TO:
ADAMS AND REESE LLP
4500 ONE ST LOUIS CE
PO BOX 1348
MOBILE, AL 36633

Davidson County CHARTER
Recvd: 11/16/05 15:27 3 pgs
Fees:7.00 Taxes:0.00

20051116-0138703

RE:
MOORHEAD PROPERTIES, LLC
ARTICLES OF CONVERSION - LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY 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.

FOR: ARTICLES OF CONVERSION - LIMITED LIABILITY COMPANY ON DATE: 11/15/05

FROM:
ADAMS AND REESE, LLP
4500 ONE ST LOUIS CE
PO BOX 1348
MOBILE, AL 36633-0000

	FEES	
RECEIVED:	$300.00	$0.00

TOTAL PAYMENT RECEIVED: $300.00

RECEIPT NUMBER: 00003821938
ACCOUNT NUMBER: 00449783

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED
2005 NOV 15 PM 3:27
RILEY DANIELL
SECRETARY OF STATE

ARTICLES OF CONVERSION OF
HILLSBORO/WILDWOOD LIMITED PARTNERSHIP,
A TENNESSEE LIMITED PARTNERSHIP,
TO
MOORHEAD PROPERTIES, LLC,
A TENNESSEE LIMITED LIABILITY COMPANY

The undersigned general partner of **HILLSBORO/WILDWOOD LIMITED PARTNERSHIP**, a Tennessee limited partnership ("Partnership"), acting on behalf of the Partnership as its general partner and also acting as organizer of **MOORHEAD PROPERTIES, LLC** (the "Company"), a limited liability company organized pursuant to Sections 48-204-101 and 48-205-101 of the Tennessee Limited Liability Company Act, hereby adopts the following Articles of Conversion to convert the Partnership into the LLC.

A. <u>Information Required Under T.C.A. 48-205-101</u>:

1. The name of the limited liability company is Moorhead Properties, LLC.
2. The initial registered office of Moorhead Properties, LLC is 424 Church Street, Suite 2800, Attn: Martin Brown, Nashville, Davidson County, Tennessee 37219. The initial Registered Agent of Moorhead Properties, LLC is Martin Brown.
3. The address of the principal executive office of Moorhead Properties, LLC is 424 Church Street, Suite 2800, Attn: Martin Brown, Nashville, Davidson County, Tennessee 37219.
4. The organizer of Moorhead Properties, LLC is Elizabeth M. Brown, 424 Church Street, Suite 2800, Nashville, Davidson County, Tennessee 37219.
5. Moorhead Properties, LLC is a member-managed limited liability company.
6. As of the date and time of filing these Articles of Organization and the formation of Moorhead Properties, LLC, there are six (6) members of Moorhead Properties, LLC.
7. The existence of Moorhead Properties, LLC, shall begin upon the filing of these Articles of Organization.

B. <u>Information Required Under T.C.A. 48-204-101</u>.

1. The Partnership is being converted to a limited liability company from a limited partnership.
2. The name and principal business address of the Partnership is Hillsboro/Wildwood Limited Partnership, 6231 Hillsboro Road, Nashville, Davidson County, Tennessee 37215.
3. The name of the Partnership's general partner is Elizabeth M. Brown.
4. The Partnership is a limited partnership. The terms and conditions of this conversion have been approved by unanimous vote of its partners.
5. The number of members of the Company at the date of conversion is six (6).

Dated: November 14, 2005.

ELIZABETH M. BROWN, Member
Acting on Behalf of the Partnership as its General Partner, and Acting as Organizer of the LLC

APPROVAL OF CONVERSION

The undersigned, being all of the partners of Hillsboro/Wildwood Limited Partnership (the "Partnership"), hereby consent to the above-mentioned conversion of the Partnership to a limited liability company.

MARTIN S. BROWN, SR.

ELIZABETH M. BROWN

SUSANNAH BROWN SCOTT-BARNES

MARGARET BROWN DECLERCQ

MARTIN S. BROWN, JR.

ELIZA M. BROWN