Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "CARS-DB5 L.L.C." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "CARS-DB5 L.L.C." TO "CARS-DB5, L.P.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2011, AT 3:09 O'CLOCK P.M.

BILL GARRETT, Davidson County
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You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9226045

DATE: 12-14-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:06 PM 12/13/2011
FILED 03:09 PM 12/13/2011
SRV 111286816 - 3558368 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A LIMITED PARTNERSHIP
PURSUANT TO SECTION 17-217 OF THE LIMITED PARTNERSHIP ACT

1. The jurisdiction where the Limited Liability Company first formed is Delaware.

2. The jurisdiction immediately prior to filing this Certificate is Delaware.

3. The date the Limited Liability Company first formed is August 13, 2002.

4. The name of the Limited Liability Company immediately prior to filing this Certificate is: CARS-DB5 L.L.C.

5. The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is CARS-DB5, L.P.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion.

CARS-DBSPE5, INC., a Delaware corporation,
its general partner

By: _____
Name: Catherine L. Potter
Title: Vice President and Assistant Secretary