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JHR

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

12th & Paris
APT 111
310 JEFFERSON ST
NASHVILLE, TN 37208-2771

April 12, 2012

Control # 578669 Effective Date: 04/12/2012

Document Receipt

Receipt # : 724573	Filing Fee:	$20.00
Payment-Check/MO - SHERRARD & ROE, PLC, Nashville, TN		$20.00

ACKNOWLEDGMENT OF CONVERSION

12TH & PARIS, LLC converted from a **DAVIDSON COUNTY Limited Liability Company** to
12th & Paris
a **General Partnership**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson

BILL GARRETT, Davidson County
Trans:T20120026966 CHARTER
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20120413-0031589

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CERTIFICATE OF CONVERSION

12th & Paris, LLC a Tennessee limited liability company (the "Company"), acting pursuant to Section 48-249-704 of the Tennessee Revised Limited Liability Company Act, as amended (the "Act"), hereby adopts the following Certificate of Conversion:

The name of the Company is 12th & Paris, LLC, a Tennessee limited liability company.

The date of filing of the original Articles of Organization of the Company with the Secretary of State is June 6, 2008.

The Company is to be converted into 12th & Paris, a Tennessee general partnership.

All required approvals of the conversion have been obtained by the Company.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by its duly authorized officer on the 12th day of April, 2012.

12TH & PARIS, LLC

By: _____
Aaron White, President

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Received by Tennessee Secretary of State Tre Hargett, 04/12/2012, 14:03:48, 7039.2971