

Vesting

2114390-0180
LP 031468

CONVERSION

RECEIVED

ARTICLES OF CONVERSION OF SOA INVESTMENTS, LTD.

OCT 15 2002

Utah Div. Of Corp. & Comm. Code

The undersigned, being all of the partners of SOA Investments, Ltd. (the "Partnership"), pursuant to Utah Code Section 48-2c-1402, adopt the following Articles of Conversion for the Partnership:

1. On December 28, 1995, the initial partners of the Partnership formed the Partnership by filing a Certificate of Partnership with the Division of Corporations and Commercial Code of the Utah Department of Commerce (the "Division"). The Partnership is registered with the Division as File No. 2114390-0180.
2. Immediately prior to the filing of these Articles of Conversion, the name of the Partnership was **SOA Investments, Ltd.**
3. The name of the Company as set forth in its Articles of Organization filed in accordance with Subsection 48-2c-1401(2)(b) is **SOA Investments, LLC** (the "Company").
4. The Partnership's conversion from a Utah limited partnership to a Utah limited liability company shall be effective upon the filing of these Articles of Conversion and the Articles of Organization of the Company.
5. By signing below, the General Partners certify that these Articles of Conversion have been duly approved by the Owners of the Partnership.


10-15-02A10:04 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certified that the foregoing has been filed
And approved on this 15 day of OCT 20 02
In this office of this Division and hereby issued
this Certificate thereof.

Examiner: [Signature] Date 10-22-02

[Signature]
Kathy Berg
Division Director



[Signature]
Sherwin R. Allred,
General Partner

[Signature]
Oralyn H. Allred,
General Partner

[Signature]
Robert S. Allred,
General Partner

10/15/2002
Receipt Number: 691142
Amount Paid: \$35.00

