

GUTTENMACHER, BOHATCH & BARINAGA-BURCH, P.A.

ATTORNEYS AT LAW

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PLEASE REPLY TO:
SOUTH MIAMI

PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION

*L.L.M. ESTATE PLANNING
**L.L.M. TAXATION

December 27, 2006

VIA REGULAR MAIL

Registration Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

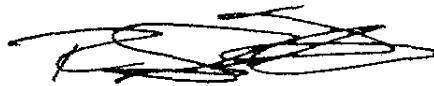
RE: Conversion of Other Business Organization into Florida Limited Partnership

Dear Division of Corporations:

Enclosed please find a certificate of conversion from a Delaware Limited Partnership into a Florida Limited Partnership with a \$1,052.50 check for the conversion fee and for the certificate of limited partnership.

Please contact me at (305) 666-1040 with any questions, or direct any mail correspondence to the South Miami address of Guttenmacher, Bohatch & Barinaga-Burch, P.A. listed on the letterhead above.

Sincerely,



Timothy L. Smith, Esquire

TLS
Enclosures

06 DEC 28 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ORGANIZATION"
INTO
FLORIDA LIMITED PARTNERSHIP**

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership in accordance with section 620.2104 of Florida Law.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is SAMET FAMILY PARTNERSHIP, L.P.
2. The "Other Business Entity" is a limited partnership first organized under the laws of the State of Delaware on December 26, 1996.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is SAMET FAMILY PARTNERSHIP, L.P.
4. The conversion was approved as required by Chapter 620 of Florida Law, and was approved in such a manner that complied with the converting organization's governing law.

Signed this 7th day of ~~November~~^{December}, 2006.

By: 
GERALD H. SAMET, General Partner

By: 
JOAN S. DZIEKANOWSKI, General Partner

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TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
SAMET FAMILY PARTNERSHIP, L.P.
a Florida Limited Partnership**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The undersigned, desiring to form a limited partnership under and pursuant to Chapter 620 of Florida Law entitled the *Florida Revised Uniform Limited Partnership Act*, does hereby adopt the following Articles of Organization for such company:

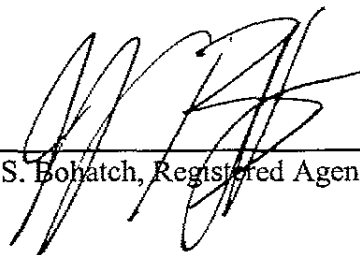
1. **Name**. The name of the Limited Liability Company shall be:

SAMET FAMILY PARTNERSHIP, L.P.

2. **Address**. The mailing address and street address of the principal office of the Limited Partnership is 4300 Alton Road, Suite 208, Miami Beach, Florida 33140.

3. **Registered Agent and Office**. The name and street address of the initial registered agent and office for this company is as follows: John S. Bohatch, 7301 SW 57 Court, Suite 560, South Miami, Florida, 33143.

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 620 of Florida Law.



John S. Bohatch, Registered Agent

4. **General Partner.** The name and address of each General Partner is as follows:

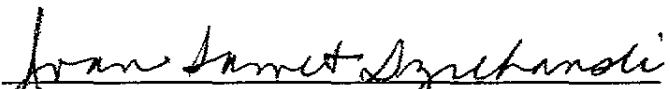
<u>Title:</u>	<u>Name and Address:</u>
General Partner	Gerald H. Samet Address: 4553 Stern Ave. Sherman Oaks, CA 91423
General Partner	Joan Samet Dziekanski Address: 101 W. 23 rd Street, Apt. 2L New York, NY 10011

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Articles of Organization on
this ~~7th~~ day of ~~August~~, 2006.
~~December~~



Gerald H. Samet, General Partner



Joan Samet Dziekanski, General Partner