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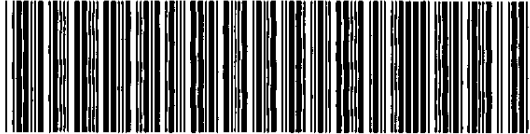
(Business Entity Name)

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TALLAHASSEE, FLORIDA
16 SEP 29 PM 12: 58

SEP 30 2016
S. YOUNG



Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

16 SEP 29 PM 12:58
TALLAHASSEE, FL 32301
DIVISION OF CORPORATIONS
STATE OF FLORIDA

RE: CORAL GABLES ATHLETIC CLUB, LP

Dear Sir or Madam:

Pursuant to Fla. Stat. s. 620.2104, enclosed please find the Certificate of Conversion and the Certificate of Limited Partnership for filing to convert Coral Gables Athletic Club, LLC, a Florida limited liability company, into Coral Gables Athletic Club, LP, a Florida limited partnership. A check for \$1,052.50 for the filing fees is also enclosed. A certified copy is declined.

For further information concerning this matter, please contact the undersigned at (305) 921-9326. Additionally, please return all correspondence concerning this matter to:

Jennifer Ruz
Ruz & Ruz PL
300 Sevilla Avenue, Suite 301
Coral Gables, FL 33134

Please do not hesitate to contact the undersigned with any questions or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jennifer Ruz', written over a white background.

Jennifer C. Busto-Ruz, Esq.
Ruz & Ruz PL

Enclosure(s)

Certificate of Conversion
of Coral Gables Athletic Club, LLC,
a Florida limited liability company
to Coral Gables Athletic Club, LP,
a Florida limited partnership

Pursuant to the provisions of Section 620.2104, of the Florida Revised Uniform Limited Partnership Act, and Section 605.1041, of the Florida Revised Limited Liability Company Act, Coral Gables Athletic Club, LLC, a limited liability company organized and existing under the laws of the State of Florida, for the purpose of converting to a limited partnership organized and existing under the laws of the State of Florida, hereby submits the following:

Article I

Converting Entity

The converting entity's name, jurisdiction of formation and type of entity are:

Coral Gables Athletic Club, LLC is a limited liability company organized and existing under the laws of the State of Florida, organized on June 4, 2012.

Article II

Converted Entity

The converted entity's name, jurisdiction of formation and type of entity are:

Coral Gables Athletic Club, LP is a limited partnership organized and existing under the laws of the State of Florida.

Article III

Public Organic Record

Attached hereto is a Certificate of Limited Partnership of Coral Gables Athletic Club, LP, for filing with the Department of State of the State of Florida contemporaneous with the filing of this Certificate of Conversion.

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TALLAHASSEE, FLORIDA
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Article IV

Conversion Permitted

Section 605.1041, of the Florida Revised Limited Liability Company Act, authorizes the conversion of a limited liability company to a limited partnership.

Article V

Plan of Conversion

Coral Gables Athletic Club, LLC approved and adopted a Plan of Conversion in accordance with the provisions of all applicable Florida Statutes.

Article VI

Effective Date

The conversion shall be effective on the date of filing of this Certificate of Conversion with the Department of State of the State of Florida.

Executed this 18 day of August 2016.

Coral Gables Athletic Club, LLC

By: 

Anthony Di Donato, Member

Coral Gables Athletic Club, LP

By: CGAC GP, Inc., a Florida corporation
General Partner

By: 

Anthony Di Donato, Vice President

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CORAL GABLES ATHLETIC CLUB, LP

The undersigned, for the purpose of forming a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopts the following Certificate of Limited Partnership:

ARTICLE I

NAME

The name of the limited partnership is Coral Gables Athletic Club, LP and the street and mailing address of its initial designated office are 997 North Greenway Drive, Coral Gables, Florida 33134.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited partnership is 997 North Greenway Drive, Coral Gables, Florida 33134 and the name of its initial registered agent at such address is Anthony Di Donato.

ARTICLE III


GENERAL PARTNER

The name and business address of the sole general partner are:

CGAC GP, Inc.
997 North Greenway Drive
Coral Gables, Florida 33134

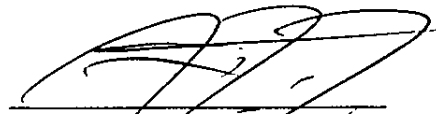
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Executed on the 18 day of August 2016, by Anthony Di Donato, as the Vice-President of CGAC GP Inc., the sole general partner of Coral Gables Athletic Club, LP.


Anthony Di Donato

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above limited partnership at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Anthony Di Donato
Registered Agent

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TALLAHASSEE, FLORIDA