

# 00000000705

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## LIMITED LIABILITY COMPANY

Lincoln Center Associates, LLC

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00 JAN 18 PM 4:14

**CERTIFICATE OF CONVERSION  
OF  
LINCOLN CENTER ASSOCIATES,  
A Florida general partnership**

The undersigned, desiring to convert from Lincoln Center Associates, a Florida general partnership (the "Partnership") to a limited liability company (the "LLC") pursuant to the laws of the State of Florida, Section 608.439 of the Florida Limited Liability Company Act, does hereby execute and file with the Secretary of State of Florida this Certificate of Conversion:

1. The Partnership is a general partnership created pursuant to a Partnership Agreement dated June 30, 1994, and is currently existing under the laws of the State of Florida.
2. The name of the Partnership immediately prior to the Effective Date (as defined below) is "Lincoln Center Associates."
3. The conversion of the Partnership to a limited liability company was unanimously approved by the partners of the Partnership.
4. The name of the LLC as set forth in the Articles of Organization, as attached hereto, is LINCOLN CENTER ASSOCIATES, LLC.
5. The effective date of this Certificate of Conversion ("Certificate") shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

Dated this 14<sup>th</sup> day of January, 2000.

By:   
Melvyn Schlessler, Managing Member

STATE OF FLORIDA       )  
COUNTY OF Miami-Dade ) ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Melvyn Schlessler, Managing Member of Lincoln Center Associates, a Florida general partnership. He is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 14<sup>th</sup> day of January, 2000.



  
Notary Public

Print Name: Vivian Balza

H00-28159

**ARTICLES OF ORGANIZATION  
OF  
LINCOLN CENTER ASSOCIATES, LLC,  
A Florida Limited Liability Company**

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. The name of the Limited Liability Company is LINCOLN CENTER ASSOCIATES, LLC (the "Company").
2. The mailing and street address of the principal office of the Company is: 1300 Collins Avenue, Miami Beach, Florida 33139.
3. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization, is: Melvyn Schlessler, 1300 Collins Avenue, #100, Miami Beach, Florida 33139.

These Articles of Organization shall be effective upon filing.

The undersigned has executed these Articles of Organization on the 17<sup>th</sup> day of January, 2000.

By: 

Melvyn Schlessler, Managing Member

H00-28159

**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LINCOLN CENTER ASSOCIATES, LLC.
2. The name and address of the registered agent and office is:

Melvyn Schlessor  
1300 Collins Avenue #100  
Miami Beach, Florida 33139

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Melvyn Schlessor

Date: 1/14/00

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