

L010000007769

April 25, 2001

280 Daines Street
Suite 300
Birmingham
MI 48009
248.645.9220
Fax 248.645.2154

Registration Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

W01-10153

To Whom It May Concern:

Enclosed are the signed Articles of Organization and the Certificate of Conversion for the conversion of Continental Village Associates Ltd. to a limited liability company. Also enclosed is our check in the amount of \$180.00 to cover the following fees:

- 1. \$100.00 Filing Fee for Articles of Organization
- 2. \$25.00 Filing Fee for Registered Agent Designation
- 3. \$25.00 Filing Fee for Certificate of Conversion
- 4. \$30.00 for a Certified Copy

Please let me know if any further information is needed.

200004132092--8
-05/02/01--01058--001
***180.00 ***160.00

Sincerely,



Gloria A. Koster
Vice President and Chief Financial Officer

GAK/b
enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAY 17 AM 8:41

FILED

WES/17

7p



sunbiz.org

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 4, 2001

DW of Corp

850-
414-5500

GLORIA A. KOSTER
UNIPROP
280 DAINES STREET, SUITE 300
BIRMINGHAM, MI 48009

SUBJECT: CONTINENTAL VILLAGE ASSOCIATES, LLC
Ref. Number: W01000010153

We have received your document for CONTINENTAL VILLAGE ASSOCIATES, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

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01 MAY 17 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HK Lee Rivers
Document Specialist

Letter Number: 901A00026566

50-487-6051

DW of Corp
409 E Gaines St
attn: Request Section
Tel 32399

UNIPROP

VIA AIRBORNE

May 15, 2001

280 Daines Street
Suite 300
Birmingham
MI 48009
248.645.9220
Fax 248.645.2154

Mr. Lee Rivers
Document Specialist
Florida Department of State
Attn: Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: ***Continental Village Associates, LLC***

Dear Mr. Rivers:

Enclosed is the Certificate of Conversion as well as the Articles of Organization for Florida Limited Liability Company. I have also enclosed a copy of your letter.

Please note Mr. Paul M. Zlotoff has signed and I have printed his name under his signature.

This should complete all information required. Please feel free to contact me if you feel it is appropriate. Thank you for your assistance in this matter.

Sincerely,



Gloria A. Koster
Chief Financial Officer

Cc: Mickey Friedman
Lynn Moodie

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

CONTINENTAL VILLAGE ASSOCIATES Ltd. ("LP")

A15317

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

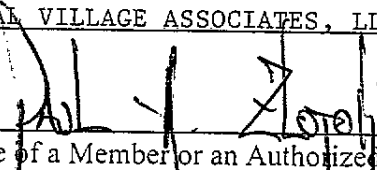
A. Date: 19TH SEPTEMBER 1983

B. Jurisdiction: STATE OF FLORIDA

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

CONTINENTAL VILLAGE ASSOCIATES, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PAUL ZLOTOFF

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CONTINENTAL VILLAGE ASSOCIATES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

280 DAINES STREET, SUITE 300
BIRMINGHAM, MI 48011

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

MELTON RINES
Name
15235 SOUTH TAMiami
Florida street address (P.O. Box **NOT** acceptable)
FORT MYERS, FL 33908
City, State, and Zip

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 this 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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Paul M. Zlotoff
Signature of a member or an authorized representative of a member.

PAUL M. ZLOTOFF
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAY 17 AM 8:41

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