

L 06000067022

(Requestor's Name)

(Address)

(Address)

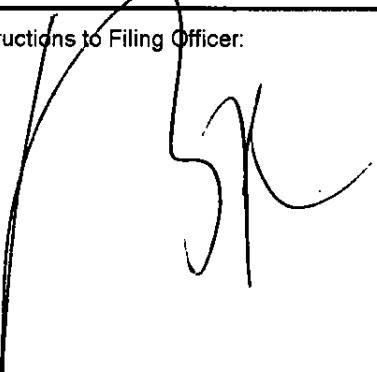
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

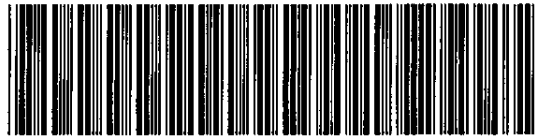
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:


Office Use Only



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07/03/06--01010--027 **180.00

FILED
RECEIVED
2006 JUL -3 PM 2:36 06 JUL -3 AM 11:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 3, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Att: Buck

2006 JUL -3 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6677818 SO
Customer Reference 1: 51701.011100
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

CABI VENTURES, INC. (FL)
New Name: CABI VENTURES, LLC
Conversion
Florida

CABI VENTURES, INC. (FL)
New Name: CABI VENTURES, LLC
Obtain Document - Misc - Certified Copy of Conversion & Formation
Florida

CABI VENTURES, INC. (FL)
New Name: CABI VENTURES, LLC
Formation
Florida

Thank you!

Demi Wilson



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 5, 2006

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CABI VENTURES, LLC
Ref. Number: W06000029863

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CABI VENTURES, 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):

Please note that we have RETAINED your \$180.00 payment.

The certificate of conversion needs to be the first document. Really, all you need to do is to file the Certificate of Conversion and the Articles of Organization.

We don't need the "Agreement and Plan of Conversion" and we don't need the "Operating Agreement for Cabi Ventures, LLC."

However, we will include these documents in your filing if you want them included.

But the problem with Agreement and Plan of Conversion is that it states the conversion will become effective on June 30. And a sentence stating "effective as of June 30, 2006" appears at the bottom of almost every page of each document.

All references to the filing's being effective on June 30 must be removed. The filing date will be July 3 -- the day the documents were presented to us. Unless you want a future effective date, July 3 will also be the effective date.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 306A00043501

**CERTIFICATE OF CONVERSION
FOR
CABI VENTURES, INC.
INTO
CABI VENTURES, LLC**

2006 JUL -3 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

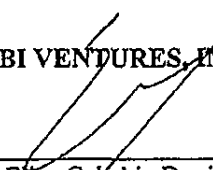
The undersigned duly authorized signor, on behalf of **CABI VENTURES, INC.**, a Florida corporation (the "Converting Corporation") and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §607.113 of the Florida Statutes, certifies that:

1. The date of incorporation of the Converting Corporation was February 26, 2003. The jurisdiction of incorporation was Florida.
2. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was **CABI VENTURES, INC.**
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is **CABI VENTURES, LLC**.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607, Florida Statutes, and the Conversion complies with Chapter 608, Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607.
6. The written consent of the Board of Directors and the Sole Shareholder who, as a result of the conversion, is now the Sole limited liability Member of the surviving entity was obtained pursuant to §607.112(6).
7. The principal office address of **CABI VENTURES, LLC** shall be 19950 W. Country Club Dr., Suite 900, Aventura FL 33180.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 30th day of June 2006.

CABI VENTURES, INC.


By: Elias Cababie Daniel
President

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ARTICLES OF ORGANIZATION
OF
CABI VENTURES, LLC

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2006 JUL - 3 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is CABI VENTURES, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 19950 W. Country Club Drive, Suite 900, Aventura, Florida 33180.

ARTICLE III - Management

The Company shall be managed by its managers, as set forth in the company's Operating Agreement and is therefore a manager-managed Company.

ARTICLE IV- Registered Agent and Office

The name and street address of the Company's initial registered agent and office is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

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.

Dated this 30th day of June, 2006.



Debra Palmisano
Authorized Representative

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 30th day of June, 2006

CT Corporation System

By: Connie Bayan
Name: CONNIE BAYAN
Title: Special Assistant Secretary