

LOG000100990

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

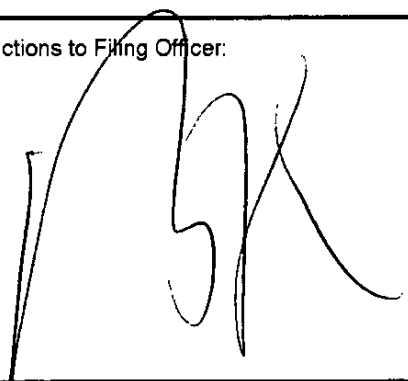
PICK-UP WAIT MAIL

(Business Entity Name)

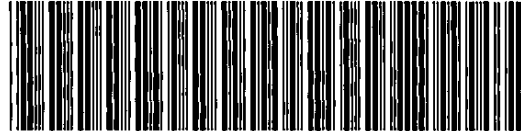
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



Office Use Only



000080442080

10/17/06--01002--026 **180.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06 OCT 16 PM 4: 03

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 OCT 16 PM 2: 08

FILED

Ard, Shirley & Hartman, P.A.

ATTORNEYS AT LAW

207 WEST PARK AVENUE, SUITE B

TALLAHASSEE, FLORIDA 32301

SAMUAL J. ARD

SCOTT SHIRLEY

DANIEL W. HARTMAN

DANIEL T. PASCALE

MAILING ADDRESS:

POST OFFICE BOX 1874

TALLAHASSEE, FLORIDA 32302-1874

TELEPHONE: (850) 577-6500

FACSIMILE: (850) 577-6512

WWW.ASHLAWFIRM.COM

October 16, 2006

Via Hand Delivery

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
06 OCT 16 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

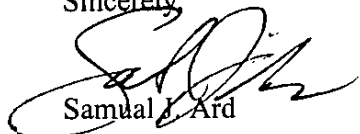
**Re: Certificate of Conversion, Articles of Organization and Designation
Of Registered Agent**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Certificate of Conversion, Articles of Organization and Certificate of Designation for Registered Agent for Flagler Development Company, LLC. We have enclosed a self addressed, stamped envelope for return of a certified copy of these documents to: Ms. Heidi Eddins, 10151 Deerwood Park Boulevard, Building 100, Suite 330, Jacksonville, FL 32256.

A check (#7415) in the amount of \$180.00 is enclosed to cover the cost of these filings and copies. Please call if you have any questions regarding this request. Thank you for your time and attention to the same.

Sincerely,



Samual J. Ard

SJA:nh
Enclosures

**CERTIFICATE OF CONVERSION
OF
FLAGLER DEVELOPMENT COMPANY
INTO
FLAGLER DEVELOPMENT COMPANY, LLC**

FILED
06 OCT 16 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned converting entity files this Certificate of Conversion for the purpose of converting **FLAGLER DEVELOPMENT COMPANY**, a Florida corporation, into **FLAGLER DEVELOPMENT COMPANY, LLC**, a Florida limited liability company. F40519

1. Flagler Development Company has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 607 of Florida Statutes and such Conversion complies with the applicable laws governing corporations and limited liability companies in Florida including s.608.439, Florida Statutes.

2. Flagler Development Company was originally incorporated under the laws of the State of Florida on August 17, 1981 under the name "Commercial Realty and Development Company" which name was changed to "Gran Central Corporation" on April 27, 1987 and to "Flagler Development Company" on June 29, 2000.

3. The name of the Florida limited liability company arising from the Conversion is "Flagler Development Company, LLC" as set forth in the Articles of Organization attached hereto as Exhibit A.

4. The principal place of business of Flagler Development Company, LLC is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256.

5. The Plan of Conversion governing the Conversion was approved by Flagler Development Company as required by its governing documents by written consent of the board of directors and written consent of the sole shareholder in accordance with the provisions of Chapter 607 of Florida Statutes.

6. The effective date of the Conversion shall be the date upon which this Certificate of Conversion is filed with the Florida Secretary of State.

7. Pursuant to the Plan of Conversion, Flagler Development Company, LLC has agreed to pay any shareholders of Flagler Development Company having appraisal rights the amount to which they are entitled under Florida Statutes Sections 607.1301-607.1333.

Dated: October 13th, 2006

**FLAGLER DEVELOPMENT
COMPANY**

By: Armando Codina
Armando Codina
Its: President

FILED
06 OCT 16 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
ARTICLES OF ORGANIZATION
OF
FLAGLER DEVELOPMENT COMPANY, LLC

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is **FLAGLER DEVELOPMENT COMPANY, LLC**.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 10151 Deerwood Park Blvd., Building 100, Suite 330, Jacksonville, Florida 32256 and the name of its initial registered agent at such address is Heidi J. Eddins.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by a board of managers and is, therefore, a manager-managed company. The Board of Managers may appoint such officers and agents as it deems necessary and appropriate to act on behalf of the Company. The initial Board of Managers shall consist of:

Armando Codina
Adolfo Henriques
Daniel Popky

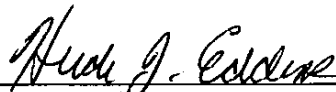
ARTICLE V - MEMBERSHIP INTERESTS

The Company may issue certificates evidencing membership interests in such form and in accordance with such terms as determined by the Board of Managers from time-to-time. All membership interests in the Company shall be owned initially by Florida East Coast Industries, Inc.

ARTICLE VI - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of October, 2006. 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.



Heidi J. Eddins
as Authorized Representative

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, 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:

FLAGLER DEVELOPMENT COMPANY, LLC

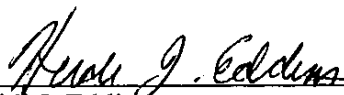
2. The name and address of the registered agent and office are:

Heidi J. Eddins
10151 Deerwood Park Blvd.
Bldg. 100, Suite 330
Jacksonville, Florida 32256

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.

Dated: October ^{15th} 2006

Signature of Registered Agent



Heidi J. Eddins