

LU7000127382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

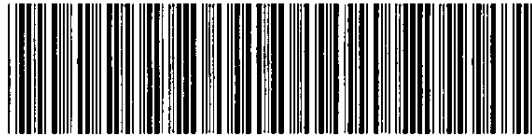
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/27/07--01023--003 **185.00

RECEIVED
07 DEC 27 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/07

FILED
07 DEC 27 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 27, 2007

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

EFFECTIVE DATE 12/31/07

FILED
07 DEC 27 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7113663 SO
Customer Reference 1: Martha Sherry(Chicago)
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Flagler Real Estate Services, Inc. Converting to: Flagler Real Estate Services,
LLC (FL)
Conversion
Florida

Flagler Real Estate Services, Inc. Converting to: Flagler Real Estate Services,
LLC (FL)
Obtain Document - Misc - Cert. Copy
Florida

Flagler Real Estate Services, Inc. Converting to: Flagler Real Estate Services,
LLC (FL)
Formation
Florida

Flagler Real Estate Services, Inc. Converting to: Flagler Real Estate Services,
LLC (FL)
Certificate of Status-Domestic
Florida



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Tallahassee, FL 32301-2960

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Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Joel Rodriguez
Fulfillment Manager
joel.rodriguez@wolterskluwer.com

EFFECTIVE DATE 12/31/07

07 DEC 27 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Flagler Real Estate Services, Inc. 683926

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on October 9, 1980.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Flagler Real Estate Services, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12/31/07 1:00 p.m.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 26th day of December 20 07

Signature of Authorized Person: _____



Printed Name: David N. Brooks Title: Assistant Secretary

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

EFFECTIVE DATE 12/31/07

FILED
07 DEC 24 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Flagler Real Estate Services, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

2855 South LaJeune Road
Coral Gables, Florida 33134

Mailing Address:

2855 South LaJeune Road
Coral Gables, Florida 33134

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Corporation Service Company

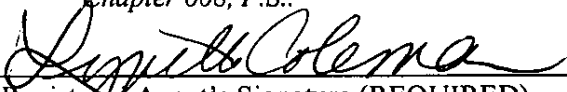
Name
1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee 32301 FL

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 (REQUIRED)

(CONTINUED)
Page 1 of 2

Lynette Coleman
as its agent

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

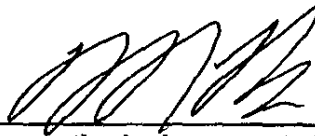
FECI Holding Corp.
2855 South LeJeune Road
Coral Gables, Florida 33134

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12/31/07 1:00 p.m.
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



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.)

David N. Brooks

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)