

L08000009469

(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:

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DIVISION OF CORPORATIONS
08 JAN 25 PM 3:26

File for

T. Hampton JAN 28 2008

PANTHER REAL ESTATE PARTNERS, LLC
c/o Panther Management Services, LLC
333 South Miami Avenue
Suite 150
Miami, Florida 33130
(305) 374-5455

January 8, 2008

Registration Section
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Subject: PANTHER REAL ESTATE PARTNERS, LLC
Conversion from Corporation to LLC

Dear Sir/Madam:

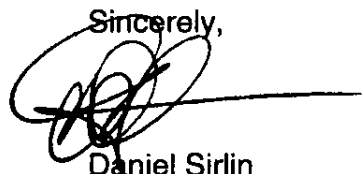
The enclosed Certificate of Conversion, Articles of Organization and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with § 608.439, F.S.

Please return all correspondence concerning this matter to:

Daniel Sirlin
Panther Real Estate Partners, LLC
333 S. Miami Avenue
Suite 150
Miami, FL 33130

For further information concerning this matter, please call (305) 374-5455, ext. 230, or myself.

Sincerely,



Daniel Sirlin

PANTHER REAL ESTATE PARTNERS, LLC
c/o Panther Management Services, LLC
333 South Miami Avenue
Suite150
Miami, Florida 33130
(305) 374-5455

January 23, 2008

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

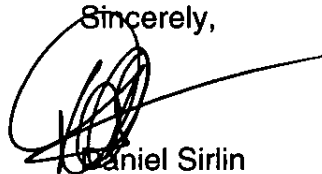
Subject: PANTHER REAL ESTATE PARTNERS, LLC
Conversion from Corporation to LLC

Dear Ms. Hampton:

Pursuant to your letter dated January 15, 2008 and a subsequent phone conversation, enclosed please find the corrected original and one (1) copy of the Certificate of Conversion for the above-referenced entity. Also enclosed, as requested, is a copy of your letter. The Certificate should now be ready for filing.

If you have additional questions or require further information concerning this matter, please call (305) 374-5455.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel Sirlin", with a long horizontal line extending to the right.

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 JAN 25 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 15, 2008

DANIEL SIRLIN
PANTHER REAL ESTATE PARTNERS, LLC
333 S MIAMI AVE - STE 150
MIAMI, FL 33130

SUBJECT: PANTHER REAL ESTATE PARTNERS, LLC
Ref. Number: W08000002417

We have received your document for PANTHER REAL ESTATE PARTNERS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 008A00003188

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:

PANTHER REAL ESTATE PARTNERS, INC.

(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 September 15, 1997.
(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:

N/A

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

PANTHER REAL ESTATE PARTNERS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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 2nd day of January 2008.

Signature of Authorized Person: _____



Printed Name: Daniel Sirlin Title: Managing Partner/President

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PANTHER REAL ESTATE PARTNERS, 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:

Mailing Address:

333 South Miami Avenue Suite #150
Miami, FL 33130

same

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:

Daniel Sirlin

333 S. Miami ^{Name} Avenue, Ste. 150

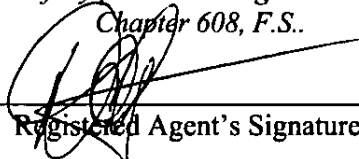
Florida street address (P.O. Box **NOT** acceptable)

Miami, FL 33130 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)

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DIVISION OF CORPORATIONS

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

Daniel Sirlin
333 South Miami Avenue Suite #150
Miami, FL 33130

MGRM

Jeff Krinsky
333 South Miami Avenue Suite #150
Miami, FL 33130

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(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.)

Daniel Sirlin

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)

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