

L09000061724

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

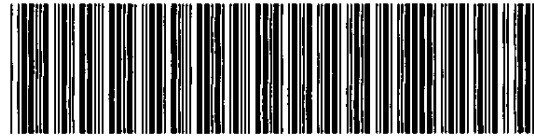
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS

2009 JUN 25 AM 10:41

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUN 25 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 047867 80690A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 180.00

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TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 2009
ORDER TIME : 9:21 AM
ORDER NO. : 047867-010
CUSTOMER NO: 80690A

file second

DOMESTIC AMENDMENT FILING

NAME: MIAMI PARTNERS

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION FOR OTHER
BUSINESS ENTITY INTO FLORIDA LIMITED LIABILITY COMPANY**


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, the following "Other Business Entity" hereby submits the attached articles of organization and this certificate of conversion to convert to Florida limited liability company:

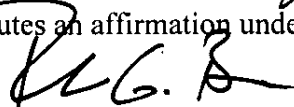
1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion was: Miami Partners.
2. The "Other Business Entity" is a Florida General Partnership.
3. The date on which, and the jurisdiction in which, the "Other Business Entity" was first created or otherwise came into being are:
 - A. Date: August 2, 1989
 - B. Jurisdiction: Florida
 - C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A
4. The name of the limited liability company as set forth in the attached articles of organization is:

Miami Property Partners, LLC
5. The effective date shall be the date of filing.

GP0900000862



Evan D. Seif, Authorized Representative
Signature of a Member or an Authorized Representative of Limited Liability Company
(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.)



, General Partner
Robert G. Breier, as Independent Trustee for the Harvey R. Chaplin 2007 Irrevocable Trust
Signature of General Partner of Miami Partners

ARTICLES OF ORGANIZATION OF A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this limited liability company is:

Miami Property Partners, LLC

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 2800 Ponce De Leon Boulevard, Suite 1125, Miami, Florida 33134.

ARTICLE III - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is EVAN D. SEIF. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE IV - MANAGEMENT

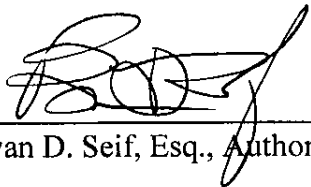
The Limited Liability Company is to be managed by two or more managers and is, therefore, a manager-managed company.

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ARTICLE V - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24 day of June, 2009.

By: 
Evan D. Seif, Esq., Authorized Representative

(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).

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Miami Property Partners, LLC, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of Miami Property Partners, LLC.

Date: 6/24/09



EVAN D. SEIF, Initial/Registered Agent