

L09000120225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

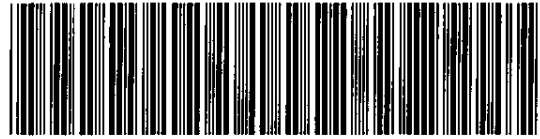
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN  
DEC. 18 2009  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CAPITAL TRUST UNDERWRITING, LLC #

(Name of Resulting Florida Limited Company)

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 s. 608.439, F.S.

Please return all correspondence concerning this matter to:

ROBERT POWERS

(Contact Person)

SWIRNOW CAPITAL MANAGEMENT CORP

(Firm/Company)

500 HARBORVIEW DRIVE, 3RD FLOOR

(Address)

BALTIMORE, MD 21230

(City, State and Zip Code)

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For further information concerning this matter, please call:

ROBERT POWERS

(Name of Contact Person)

at ( 410 ) 230-0300 EXT 276

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

\$155.00 Filing Fees  
and Certificate of  
Status

\$180.00 Filing Fees  
and Certified Copy

\$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

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TALLAHASSEE, FLORIDA

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:

CAPITAL TRUST UNDERWRITING, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(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 MARYLAND

(Enter state, or if a non-U.S. entity, the name of the country)

on

11/31/2000

(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**:

CAPITAL TRUST UNDERWRITING, 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 \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: JERALD C. CANTOR Title: AUTHORIZED REP.

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: \_\_\_\_\_  
Printed Name: B ROBERTA SWIRNOW TRUST Title: MEMBER

By: [Signature]  
Signature: \_\_\_\_\_  
Printed Name: BY: JERALD C. CANTOR Title: TRUSTEE

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**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)

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**TALLAHASSEE, FLORIDA**

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CAPITAL TRUST UNDERWRITING, LLC

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

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ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

C/O JERALD C. CANTOR  
4000 HOLLYWOOD BLVD, STE 375-S  
HOLLYWOOD, FLORIDA 33021

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:

JERALD C. CANTOR, ESQ.

Name


4000 HOLLYWOOD BLVD., STE 375-S

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

HOLLYWOOD 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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**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

B. ROBERTA SWIRNOW TRUST  
BY: JERALD C. CANTOR, TRUSTEE  
4000 HOLLYWOOD BOULEVARD

\_\_\_\_\_

SUITE 375-S  
HOLLYWOOD, FLORIDA 33021

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(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.)

JERALD C. CANTOR

\_\_\_\_\_  
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)