

L 100000003399

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

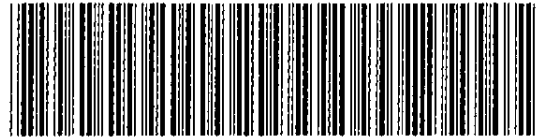
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800165151838

RECEIVED
10 JAN -7 PM 4:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
JAN 11 2010
EXAMINER

FILED
10 JAN -7 PM 2:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 243770 5051651
AUTHORIZATION : [Signature]
COST LIMIT : \$ 185.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 JAN -7 PM 2:16

ORDER DATE : January 7, 2010
ORDER TIME : 3:11 PM
ORDER NO. : 243770-005
CUSTOMER NO: 5051651

CONVERSION

NAME: SWIRE LIMITED HOTEL INC.
INTO
SWIRE LIMITED HOTEL LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED STATE
SECRETARY OF CORPORATIONS
10 JAN -7 PM 2:16

January 8, 2010

CARINA DUNLAP
CSC
TALLAHASSEE, FL

243770

SUBJECT: SWIRE LIMITED HOTEL LLC
Ref. Number: W10000000776

We have received your document for SWIRE LIMITED HOTEL LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

RESUBMIT
original submission date as file date.

Under our present name rules, no limited liability company name which uses the suffix "LLC" can also contain the word "LIMITED" or the abbreviation "LTD" in its name.

In the case of this company, the name "SWIRE HOTEL LLC" would be acceptable, but not "SWIRE LIMITED HOTEL LLC".

Please return 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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 010A00000560

RECEIVED
10 JAN 11 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN -7 PM 2 16

STATE OF FLORIDA
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 Swire Limited Hotel Inc., a Florida corporation ("Corporation"), into a Florida limited liability company in accordance with Section 608.439 of the Florida Limited Liability Company Act.

PA 70001.02660

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Swire Limited Hotel Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on December 5, 1997.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization shall be: Swire BK Hotel LLC
4. This Certificate of Conversion shall be effective as of the date of the filing of this Certificate of Conversion and the Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of January 7, 2010.

Swire BK Hotel LLC

By: [Signature]
Name: Stephen L. Owens
Title: Authorized Representative

SWIRE LIMITED HOTEL INC.

By: [Signature]
Name: Stephen L. Owens
Title: President

FILED STATE
SECRETARY OF CORPORATIONS
10 JAN - 7 PM 2 16

ARTICLES OF ORGANIZATION
OF

(a Florida limited liability company)

ARTICLE I. Name: The name of the limited liability company is Swire BK Hotel LLC

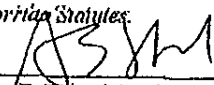
ARTICLE II. Address: The mailing address and the street address of the principal office of the Company is:

501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE III. Registered Agent, Registered Office & Registered Agent's Signature: The name and the Florida street address of the Company's registered agent are:

Gregg E. Toland
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

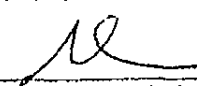
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 in Chapter 608, Florida Statutes.



Gregg E. Toland, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 7th day of January, 2010.

(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.)



Stephen L. Owens, Authorized Representative