

L10000003435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

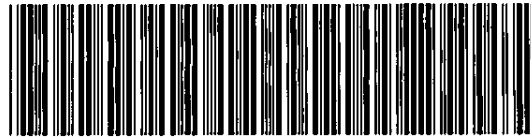
(Business Entity Name)

(Document Number)

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

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10 JAN 11 PM 4:45

B. KOHR

JAN 12 2010

EXAMINER



CORPORATION SERVICE COMPANY

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JAN 11 PM 4:45

ACCOUNT NO. : I20000000195  
REFERENCE : 246916 5051651  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 180.00

ORDER DATE : January 11, 2010  
ORDER TIME : 4:36 PM  
ORDER NO. : 246916-010  
CUSTOMER NO: 5051651

CONVERSION

NAME: SWIRE GENERAL HOTEL LLC.

XX ARTICLES OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

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

EXAMINER'S INITIALS: \_\_\_\_\_

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10 JAN 11 PM 4:45

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 General 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.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Swire General 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 General 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.

P47000102653

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of January 11, 2010.

SWIRE GENERAL HOTEL LLC

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

SWIRE GENERAL HOTEL INC.

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10 JAN 11 PM 4:45

ARTICLES OF ORGANIZATION  
OF  
SWIRE GENERAL HOTEL LLC  
(a Florida limited liability company)

ARTICLE I. Name: The name of the limited liability company is Swire General Hotel LLC (the "Company").

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:

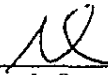
Gregg E. Toland  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

*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 11th day of January, 2010.

(In accordance with section 608.108(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