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D. BRUCE

SEP 16 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NEW URBAN SWEETWATER, LLC +
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

BETSY PARENTI
(Contact Person)

FOWLER RODRIGUEZ VALDES-FAULI
(Firm/Company)

355 ALHAMBRA CIRCLE, SUITE 801
(Address)

CORAL GABLES, FL 33134
(City, State and Zip Code)

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For further information concerning this matter, please call:

BETSY PARENTI at (786) 364-8480
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

+ 78.75 incorp. fee
\$192.50

STREET ADDRESS:

MAILING ADDRESS:

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

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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

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

NEW URBAN SWEETWATER, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY **L08000085910**
(Enter entity type. Example: limited liability company, 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 10, 2008

(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 laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

NEW URBAN SWEETWATER INC.

(Enter Name of Florida Profit Corporation)

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 Incorporation, if an effective date is listed therein.)

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Signed this 10th day of SEPTEMBER, 20 08.

Required Signature for Florida Profit Corporation:

Signature of Chairman, ~~or~~ Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: LUIS A. ESPINO, ESQ.

Printed Name: LUIS A. ESPINO Title: INCORPORATOR

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

Signature: _____
Printed Name: LUIS A. ESPINO, ESQ. Title: AUTHORIZED REP.

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

**ARTICLES OF INCORPORATION OF
NEW URBAN SWEETWATER, INC.**

ARTICLE I - NAME

The name of the corporation is NEW URBAN SWEETWATER, INC. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 1201 Brickell Avenue, Suite 460, Miami, Florida 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all business for corporations organized under the Florida Business Corporation Act of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The name and address of the initial director is Joseph Corral, 1201 Brickell Avenue, Suite 460, Miami, Florida, 33131. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at that address is Registered Agent Corporate Services, Inc.

ARTICLE VII - INCORPORATOR

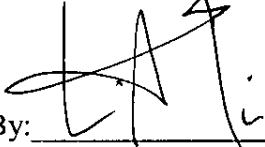
The name and address of the person signing these Articles of Incorporation is Luis A. Espino III, Esq., P.A., 355 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of September, 2008.

Luis A. Espino III, Esq., P. A., Incorporator

By: 
Luis A. Espino III, Esq., President

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:


NEW URBAN SWEETWATER, INC., desiring to organize under the laws of the State of Florida, has designated Registered Agent Corporate Services, Inc. located at 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 10th day of September, 2008.

REGISTERED AGENTS CORPORATE SERVICES, INC.

By: 
Betsy Parenti, Assistant Secretary

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TALLAHASSEE, FLORIDA

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