

L000000 11054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

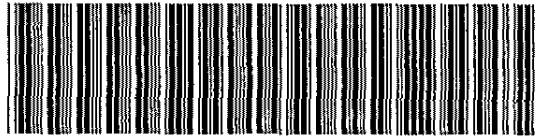
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000079561540

FILED
06 OCT -5 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2005 OCT -5 AM 10:58
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 503911 4144A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 55.00

ORDER DATE : October 4, 2006
ORDER TIME : 4:31 PM
ORDER NO. : 503911-005
CUSTOMER NO: 4144A

FILED
09 OCT -5 AM 11:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: 121 ALHAMBRA TOWER, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION FL LLC TO DE LLC
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMIT

Please give original
to the office as file

October 6, 2006

KELLY COURTNEY
CSC
TALLAHASSEE, FL

SUBJECT: 121 ALHAMBRA TOWER, L.L.C.
Ref. Number: L00000011054

FILED
06 OCT -5 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for 121 ALHAMBRA TOWER, L.L.C. and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The Certificate of Conversion must contain a statement that the "Other Business Entity" appoints the Secretary of State as its agent for service of process to enforce obligations of the converting LLC, including appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

The Certificate of Conversion must contain the street and mailing address of an office that the Florida Dept. of State may use for purposes of s.48.181, F.S.

We are attaching a copy of our COVERSON FORM which you may wish to use as a guide.

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
Document Specialist

Letter Number: 906A00059398

RECEIVED
06 OCT -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
to the office as file

**STATE OF FLORIDA
CERTIFICATE OF CONVERSION
FROM A FLORIDA LIMITED LIABILITY COMPANY TO A
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 608.4403 OF THE LIMITED LIABILITY ACT**

FILED
06 OCT -5 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" - a Delaware Limited Liability Company pursuant to Section 608.4403 of the Florida Limited Liability Act and in compliance with the Delaware Limited Liability Company Act Section 18-214, does hereby certify that:

FIRST: The name of the Florida Limited Liability Company into the "Other Business Entity" is 121 Alhambra Tower, L.L.C.

SECOND: The name of the "Other Business Entity" is 121 Alhambra Tower, LLC.

THIRD: The "Other Business Entity" is a Limited Liability Company.

FOURTH: The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity".

FIFTH: The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

SIXTH: If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

SEVENTH: This conversion was effective under the laws governing the "Other Business Entity" as of October 3, 2006.

EIGHTH: This conversion shall be effective in Florida upon approval.

NINTH: The principal office address of the "Other Business Entity" under the laws of the state, country or jurisdiction in which such entity was organized is 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

TENTH: If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its member under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

121 Alhambra Plaza
Penthouse 1, Suite 1600
Coral Gables, FL 33134

ELEVENTH: The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

SIGNED on this 3rd of October, 2006.

By: Dale E. Graham
Name: DALE E. GRAHAM
Title: MANAGER