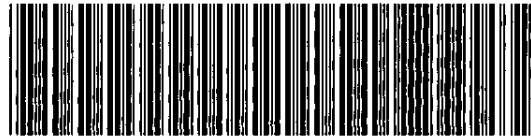


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12/07/10--01003--013 **25.00

(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

EFFECTIVE DATE
12/14/10

SECRETARY OF STATE
DIVISION OF CORPORATION
10 DEC 14 PM 1:22

Cert. of Formation

FF \$25

B Tadlock FEB 16 2011

LAW OFFICES OF
NELSON & NELSON, P.A.

2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160

info@estatetaxlawyers.com
www.estatetaxlawyers.com

Telephone: 305.932.2000
TeleFax: 305.932.6585

Barry A. Nelson
Fellow, American College of
Trust and Estate Counsel
Master of Laws in Taxation
Board Certified Taxation &
Wills, Trusts & Estates

Judith S. Nelson
Former Judge of Compensation Claims

Mirlene E. Dubreuzé
Office Manager

ASSOCIATES

Jennifer E. Okular
Master of Laws in Taxation

OF COUNSEL

Richard B. Comiter
Fellow, American College of
Trust and Estate Counsel
Master of Laws in Taxation
Board Certified Taxation

Jennifer D. Sharpe
Master of Laws in Taxation

December 1, 2010

PERSONAL AND CONFIDENTIAL

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

RE: Kenco Communities at the Metropolitan, LLC.

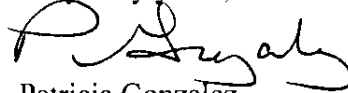
Dear Sir/Madam:

Enclosed please find the following with respect to the above referenced matter:

1. Cover letter, Application for Foreign Qualification and check in the amount of \$125.00; and
2. Certificate of Conversion with check in the amount of \$25.00.

If you should have any questions, please feel free to contact me.

Very truly yours,



Patricia Gonzalez
Paralegal

/pg
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2010

NELSON & NELSON, P.A., ATTN: PATRICIA GONZALEZ
2775 SUNNY ISLES BLVD., SUITE 118
NORTH MIAMI BEACH, FL 33160

SUBJECT: KENCO COMMUNITIES AT THE METROPOLITAN, LLC
Ref. Number: L09000086974

We have received your document for KENCO COMMUNITIES AT THE METROPOLITAN, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 110A00028395

LAW OFFICES OF
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North Miami Beach, Florida 33160

info@estatetaxlawyers.com
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TeleFax: 305.932.6585

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Wills, Trusts & Estates

Judith S. Nelson
Former Judge of Compensation Claims

Mirlene E. Dubreuzé
Office Manager

ASSOCIATES

Jennifer E. Okular
Master of Laws in Taxation

Steven H. Linde
Attorney at Law

OF COUNSEL

Richard B. Comiter
Fellow, American College of
Trust and Estate Counsel
Master of Laws in Taxation
Board Certified Taxation

February 9, 2011

PERSONAL AND CONFIDENTIAL

Brenda Tadlock, Sr. Section Administrator
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

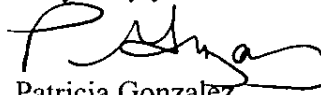
RE: *Kenco Communities at the Metropolitan, LLC.*

Dear Ms. Tadlock:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. In addition, I have enclosed the Certificate of Conversion for Florida Limited Liability Company into "Other Business Entity". I have also enclosed the Delaware Certificate of Conversion, Certificate of Formation and the Certificate of Good Standing. Pursuant to our telephone conversation on or about December 6th or 7th, 2010, you processed the filing fee checks and the funds are on account with your office.

Thank you so much for your assistance in this matter. If you should have any questions, please contact me.

Very truly yours,



Patricia Gonzalez
Paralegal

PG
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kenco Communities at the Metropolitan, LLC
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company” into an “Other Business Entity” in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Jennifer E. Okular
Contact Person

Nelson & Nelson, P.A.
Firm/Company

2775 Sunny Beach Blvd., #118
Address

North Miami Beach, FL 33160
City, State and Zip Code

jennifer@estatetaxlawyers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Okular at (305) 932-2000
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee and Certificate of Status
- \$55.00 Filing Fee and Certified Copy
- \$60.00 Filing Fee, 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
Florida Limited Liability Company
Into
"Other Business Entity"

EFFECTIVE DATE
12/14/10

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Kenco Communities at the Metropolitan, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

M11-779

Kenco Communities at the Metropolitan, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. 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."

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

6. 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.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: December 14, 2010

10 DEC 14 PM 1:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

8. This conversion shall be effective in Florida on: December 14, 2010
(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 of the conversion under the laws governing the "Other Business Entity.")

9. 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 as follows:

1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

10. 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 members 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.

Street Address: 1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

Mailing Address: 1000 Clint Moore Road, Suite 110

Boca Raton, FL 33487

11. 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 this 8 day of February, 20 11

Signature: Jennifer Okular
Must be signed by a Member or Authorized Representative.

Printed Name: Jennifer Okular Title: Authorized Representative

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)