

Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

LEMTAG ASSOCIATES LLLP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,487.50

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TALLAHASSEE, FLORIDA

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FILE
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**CERTIFICATE OF CONVERSION
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEMTAG ASSOCIATES LLLP**

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TALLAHASSEE, FLORIDA

The undersigned general partner of LEMTAG ASSOCIATES, a Florida general partnership (hereinafter referred to as the "Partnership"), in accordance with Florida Statute Section 620.8902, hereby executes and files this Certificate of Conversion and Certificate of Limited Partnership for the purpose of converting an existing Florida general partnership into a limited liability limited partnership pursuant to the provisions of the Florida Revised Uniform Partnership Act and to be governed under the Florida Revised Uniform Limited Partnership Act. In accordance with the Act, the undersigned hereby adopts the following certificate for such limited partnership:

1. In accordance with the provisions of Section 620.8902(3), the Partnership hereby makes the following statements:

- (a) The Partnership shall be converted from a general partnership into a limited partnership.
- (b) Prior to the conversion hereby, the name of the Partnership was LEMTAG ASSOCIATES.
- (c) The votes cast by the partners for the conversion of the Partnership into a limited partnership was unanimous.
- (d) The conversion of the Partnership into a limited partnership shall be effective on the date this Certificate is filed with the Florida Secretary of State's office.
- (e) Except for Abner Levine and Mildred Levine as Trustees under Agreement dated 5/30/91, which shall be the sole General Partner of the partnership after

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

FAX AUDIT NO.: H02000162401

conversion, all other partners of the Partnership shall, upon conversion, become limited partners of the Partnership.

2. The name of the limited partnership is LEMTAG ASSOCIATES LLLP
3. (a) The address of the office of the Partnership at which place the records shall be maintained is:

16858 River Birch Circle
Delray Beach, Florida 33445

- (b) The name and address of the Partnership's agent for service of process is:

Abner Levine
16858 River Birch Circle
Delray Beach, Florida 33445

4. The name and address of the initial general partner of the limited partnership are:

Abner Levine and Mildred Levine,
as Trustees under Agreement dated 5/30/91
16858 River Birch Circle
Delray Beach, Florida 33445

5. The mailing address for the Partnership is:

16858 River Birch Circle
Delray Beach, Florida 33445

6. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until April 30, 2043, unless sooner terminated as provided in the Limited Partnership Agreement.

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GY&S, P.A.

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IN WITNESS WHEREOF, the undersigned general partner has hereto executed this
Certificate as of the 2nd day of July, 2002.

GENERAL PARTNER:

Abner Levine and Mildred Levine as Trustees under
Agreement dated 5/30/91

By: Abner Levine
Abner Levine, Trustee

By: Mildred Levine Trustee
Mildred Levine, Trustee

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TALLAHASSEE, FLORIDA

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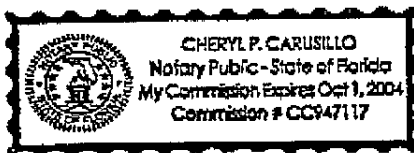
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STATE OF FLORIDA)

COUNTY OF Palm Beach)

) SS:

BEFORE ME the undersigned authority, personally appeared Abner Levine and Mildred Levine as Trustees under Agreement dated 5/30/91, the General Partner of LEMTAG ASSOCIATES, LLLP, a Florida limited liability limited partnership, whom are personally known to me and produced _____ as identification.

Cheryl P Carusillo
NOTARY PUBLIC, State of FloridaCheryl P Carusillo
Print NameMy Commission Expires: 10-01-2004

Having been named to accept service of process for the above stated limited partnership, at the place designated in this Certificate of Limited Partnership, I hereby 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.

Abner Levine
Abner LevineDated: July 2, 2002

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AFFIDAVIT

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Abner Levine (the "Affiant") who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is a Trustee of the General Partner of LEMTAG ASSOCIATES, a Florida general partnership which has converted to a Florida limited partnership under the Florida Revised Uniform Limited Partnership Act.

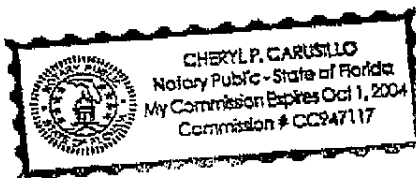
2. The capital contribution and anticipated capital of the initial limited partners is \$200,000.

3. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Abner Levine
 Abner Levine

The foregoing instrument was acknowledged before me this 2nd day of July, 2002, by _____ who is personally known to me and produced _____ as identification.



Cheryl P. Carusillo
 NOTARY PUBLIC, State of Florida

Cheryl P. Carusillo
 Print Name

My Commission Expires: 10-01-2004

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