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TALLAHASSEE, FLORIDA

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06 AUG -9 AM 10: 51

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TALLAHASSEE, FLORIDA

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Requester's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Blue Rose Orlando, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other Conversion - LLC → L.P.

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA LIMITED PARTNERSHIP**

FILED

06 AUG -9 AM 10: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Certificate of Limited Partnership are submitted to convert the following Florida Limited Liability Company into a Florida Limited Partnership in accordance with Sections 608.4403 and 620.2104, Florida Statutes.

1. The name of the Florida Limited Liability Company immediately prior to filing this Certificate of Conversion is: THE BLUE ROSE ORLANDO, LLC (the "Company").

12/29/05 LOS-123406

2. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is: THE BLUE ROSE ORLANDO, L.P. (the "Partnership") and the address of the Partnership is 425 Ocean Drive, #107, Miami Beach, Florida 33139.

3. The conversion complies with the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (2005).

4. The Plan of Conversion was approved in accordance with Chapters 608 and 620, Florida Statutes.

5. The Written Consent of each member of the Company who, as a result of the conversion, is now a general partner of the Partnership, was obtained pursuant to Section 608.4402(2), Florida Statutes.

6. The effective date of the conversion shall be the date that this Certificate of Conversion is filed with the Florida Department of State.

7. The Partnership has agreed to pay to any members of the Company having appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.4395.

Signed this 15 day of August, 2006.

THE IMMO GROUP, INC., Managing Member of
the Limited Liability Company

By: 

Camilo B. Aguirre, Jr., President

THE IMMO GROUP, INC., General Partner of the
Limited Partnership

By: 

Camilo B. Aguirre, Jr., President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE BLUE ROSE ORLANDO, L.P.**

FILED

06 AUG -9 AM 10: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (2005) and Section 620.1201 of the Florida Statutes, the undersigned, being the sole general partner of THE BLUE ROSE ORLANDO, L.P., duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

**ARTICLE 1
NAME**

The name of the limited partnership is THE BLUE ROSE ORLANDO, L.P.

**ARTICLE 2
ADDRESS**

The street and mailing address of the initial designated office of the limited partnership is 425 Ocean Drive, #107, Miami Beach, Florida 33139.

**ARTICLE 3
REGISTERED AGENT**

The name of the registered agent for service of process is Camilo B. Aguirre, Jr.

**ARTICLE 4
ADDRESS OF REGISTERED AGENT**

The street address for the registered agent is 14341 Glencairn Road, Miami Lakes, Florida 33016.

**ARTICLE 5
LIMITED LIABILITY LIMITED PARTNERSHIP**

The limited partnership does not elect to be a limited liability limited partnership.

**ARTICLE 6
GENERAL PARTNER**

The name and business address of the sole general partner is as follows:

THE IMMO GROUP, INC. M49573
425 Ocean Drive
#107
Miami Beach, Florida 33139

ARTICLE 7
EFFECTIVE DATE

The effective date of this Certificate of Limited Partnership shall be the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 15 day of August, 2006.

THE IMMO GROUP, INC., a Florida corporation,
sole general partner

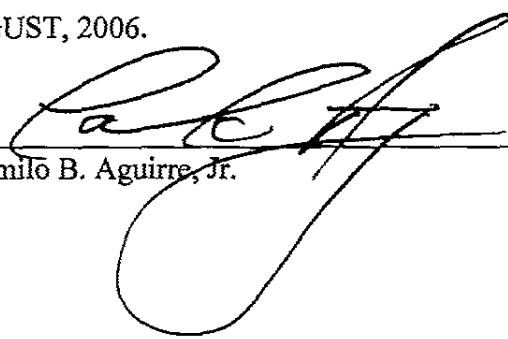
By: _____

Camilo B. Aguirre, Jr., President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19TH DAY OF AUGUST, 2006.


Camilo B. Aguirre, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA