

AG6000001541

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

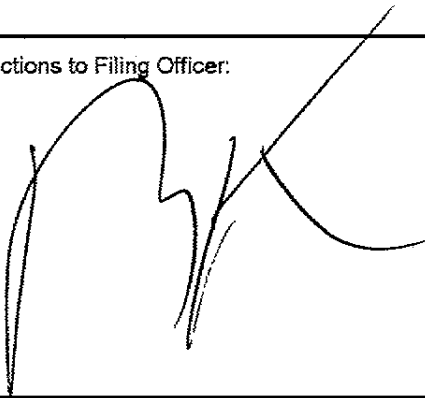
PICK-UP WAIT MAIL

(Business Entity Name)

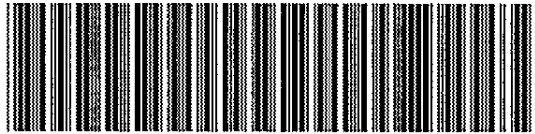
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



Office Use Only



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13/28/08--01012--0005 **1105.00

RECEIVED
06 DEC 28 AM 9:48
TALLAHASSEE, FLORIDA
STATE REGISTRATIONS

FILED
06 DEC 28 PM 1:24
TALLAHASSEE, FLORIDA
STATE REGISTRATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/28/2006

REF. #: 000204.61893

CORP. NAME: SARASOTA PALMER RANCH HC PARTNERS MGR., LLC

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TALLAHASSEE, FLORIDA

- | | | |
|---------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 519614 FOR \$ 1105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

L 01 00 0007 238

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

Sarasota Palmer Ranch HC Partners Mgr., LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited liability company, 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 May 8, 2001
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached **Certificate of Limited Partnership**:

Sarasota Palmer Ranch HC Partners GP, LP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: N/A.
(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 Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 22 day of December, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

Sarasota Palmer Ranch GP, LLC

By: 

Victor R. Francis

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP

1. Sarasota Palmer Ranch HC Partners GP, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

2. 8000 TOWERS CRESCENT DR #825

(Street address of initial designated office)

VIENNA VA 22182

3. Thomas P. McNamara

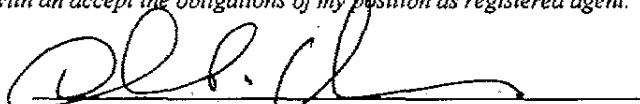
(Name of Registered Agent for Service of Process)

4. 2907 Bay to Bay Blvd, Suite 201

(Florida street address for Registered Agent)

Tampa, FL 33629

5. *I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.*


Signature of Registered Agent

6. 8000 TOWERS CRESCENT DR #825

(Mailing address of initial designated office)

VIENNA VA 22182

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

Sarasota Palmer Ranch GP, LLC

8000 TOWERS CRESCENT DR #825

LU6000/2/2006

VIENNA VA 22182

9. Effective date, if other than the date of filing: N/A

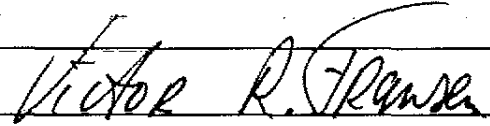
(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 22 day of December, 2006

Signature of each general partner:

SARASOTA PALMER RANCH GP, LLC

By: 



Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$ 52.50

Certificate of Status (optional):

\$ 8.75

December 20, 2006

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sarasota Palmer Ranch HC Partners, LP
Sarasota Palmer Ranch HC Partners GP, LP
Sarasota Palmer Ranch GP, LLC
Sarasota Palmer Ranch I GP, LLC

Dear Sir or Madam:

This letter is being written with respect to the formation of the referenced entities. Please be advised that the undersigned hereby give permission to all of the referenced entities, which are affiliates, to use names that are similar to their own names.

If you have any questions, please feel free to give us a call. Thank you for your assistance in this matter.

SARASOTA PALMER RANCH HC PARTNERS, LLC

By: 

~~Victor R. Fransen~~

SARASOTA PALMER RANCH HC PARTNERS
MGR., LLC

By: 

~~Victor R. Fransen~~