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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

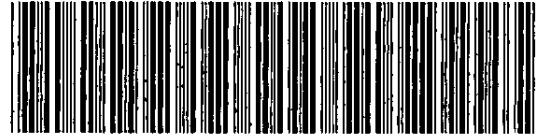
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KELLEHER HOLDINGS LIMITED PARTNERSHIP #
(Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

PATTI K. BABKA
(Contact Person)

COMITER, SINGER, BASEMAN & BRAUN, LLP
(Firm/Company)

3801 PGA BOULEVARD, SUITE 604
(Address)

PALM BEACH GARDENS, FL 33410
(City, State and Zip Code)

For further information concerning this matter, please call:

PATTI K. BABKA at (561) 626-2101
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees and Certificate of Status
 \$1,061.25 Filing Fees and Certificate of Status
 \$1,105.00 Filing Fees and Certified Copy
 \$1,113.75 Filing Fees, 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

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SECRETARY OF STATE
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.

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

KELLEHER HOLDINGS LIMITED PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited partnership
(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 Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

on May 25, 1999
(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**:

KELLEHER HOLDINGS LIMITED PARTNERSHIP

(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: _____
(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 15th day of MAY, 2008.

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

→ [Signature]

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)

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

1. KELLEHER HOLDINGS LIMITED PARTNERSHIP

(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. 3801 PGA BOULEVARD, SUITE 604

(Street address of initial designated office)

PALM BEACH GARDENS, FL 33410

3. MICHAEL S. SINGER, ESQ.

(Name of Registered Agent for Service of Process)

4. 3801 PGA Boulevard, Suite 604

(Florida street address for Registered Agent)

Palm Beach Gardens, FL 33410

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. 3801 PGA BOULEVARD, SUITE 604

(Mailing address of initial designated office)

PALM BEACH GARDENS, FL 33410

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:

Kelleher Management, Inc.

3801 PGA BOULEVARD, SUITE 604

Palm Beach Gardens, FL 33410

9. Effective date, if other than the date of filing: _____

(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 15th day of May, 2008

Signature of each general partner:

→ [Handwritten Signature]

Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional): \$ 52.50
Certificate of Status (optional): \$ 8.75

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