

A090000005/5

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

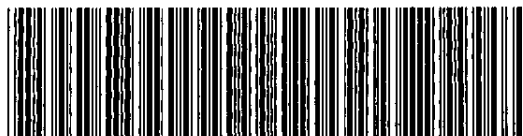
Special Instructions to Filing Officer:

A. LUNT

JUL 20 2009

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lemery Greisler LLC

Attorneys at Law

Natalie I. Wait, Associate

NWait@lemerygreisler.com
(518) 581-8800 Ext. 122

July 16, 2009

VIA OVERNIGHT MAIL

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: VDI INCOME FUND I, LLLP

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

Please return all correspondence concerning this matter to:

Natalie I. Wait
Lemery Greisler LLC
60 Railroad Place, Suite 502
Saratoga Springs, NY 12866
NWait@lemerygreisler.com

For further information concerning this matter, please call Natalie Wait at (518) 581-8800. Enclosed is a check in the amount of \$1,113.75 for Filing Fees, Certified Copy and Certificate of Status.

Very truly yours,



Natalie I. Wait

NIW/kmc

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 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 VDI INCOME FUND I, L.P.
2. The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of New York on the 26th day of May, 2005.
3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership is VDI INCOME FUND I, LLLP.
4. The conversion was approved as required by Chapter 620, Florida Statutes, and was approved in such a manner that complies with the Revised Limited Partnership Act of New York.
5. The conversion will become effective on the date of filing.

Signed this 8th day of July, 2009.

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

Vulcan Development Inc., General Partner

Signature: Mark Simmons
Printed Name: Mark Simmons Title: President

Required Signature(s) on behalf of Other Business Entity:

VDI INCOME FUND I, L.P. (Other Business Entity)
By: Vulcan Development, Inc., General Partner

Signature: Mark Simmons
Printed Name: Mark Simmons Title: President

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TALLAHASSEE, FLORIDA

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

1. VDI INCOME FUND I, LLLP
(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. 3093 NW 30th Way, Boca Raton, FL 33431-6352
Street address of initial designated office
3. Vulcan Development Inc. - 996000022446
Name of Registered Agent for Service of Process
4. 3093 NW 30th Way, Boca Raton, FL 33431-6352
Florida street address for Registered Agent
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 a registered agent.
6. 3093 NW 30th Way, Boca Raton, FL 33431-6352
Mailing address of initial designated office
7. If limited partnership elects to be a limited liability limited partnership, check box [X]

Mark J. Simmons
Signature of Registered Agent
Mark J. Simmons, President, Vulcan Development, Inc.

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8. Name and business address of each general partner:

<u>Name:</u>	<u>Business Address</u>
Vulcan Development Inc.	3093 NW 30th Way Boca Raton, FL 33431-6352

9. Effective date, if other than the date of filing: 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 8th day of July, 2009.

GENERAL PARTNER

Vulcan Development, Inc.

By Mark J. Simmons
Mark J. Simmons, President

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TALLAHASSEE, FLORIDA