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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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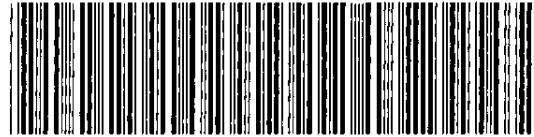
(Business Entity Name)

(Document Number)

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SECRETARY OF CORPORATIONS
09 OCT 30 PM 4:00

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09 OCT 30 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

OCT 30 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 173333 4311473

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 1086.25

ORDER DATE : October 30, 2009

ORDER TIME : 10:07 AM

ORDER NO. : 173333-005

CUSTOMER NO: 4311473

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 30 PM 4:00

CONVERSION

NAME: CYPRESS COVE APARTMENTS, LLC

EFFECTIVE DATE:

XX___ CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
XX___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 30 PM 4:00

CERTIFICATE OF CONVERSION
for
CYPRESS COVE APARTMENTS, LLC
Into
CYPRESS COVE APARTMENTS, LTD.

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert CYPRESS COVE APARTMENTS, LLC, (the "Company") a Florida limited liability company, into CYPRESS COVE APARTMENTS, LTD., (the "Limited Partnership") a Florida limited partnership in accordance with Florida Statutes Section 608.4403. and with Florida Statutes Section 620.2104.

1. The name of the entity converting hereby into a Florida limited partnership is Cypress Cove Apartments, LLC, a Florida limited liability company. organized on March 31, 2008.
2. The name of the Florida limited partnership is Cypress Cove Apartments, Ltd. formed under the laws of the State of Florida.
3. The above referenced Company has converted into a Florida limited partnership in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the Limited Partnership.
4. The plan of conversion relating to the conversion contemplated hereby was approved by the members of the Company in accordance with Chapter 608, F.S.
5. The written consent of each member who as a result of the conversion contemplated hereby is now a general partner of the surviving entity was obtained pursuant to Section 608.4402(2), F.S.
6. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.
7. The principal office address of the Limited Partnership is as follows:

9400 South Dadeland Blvd.
Suite 100
Miami, Florida 33156

8. The Limited Partnership has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351 – 608.4359, F.S.

Signed this 30 day of September, 2009.

CYPRESS COVE APARTMENTS, LLC, a
Florida limited liability company

By: PHG-Cypress, LLC, a Florida limited
Liability company, as Co-Manager

By: 

Name: David O. Seutch

Title: Vice President

By: Cypress Cove, LLC, a Florida limited
liability company, as Co-Manager

By: _____

Name: _____

Title: _____

(PHG-Cypress, LLC is also a general partner
of CYPRESS COVE APARTMENTS, LTD.)

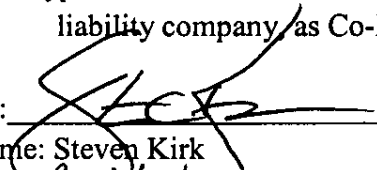
Signed this 30 day of September, 2009.

CYPRESS COVE APARTMENTS, LLC, a
Florida limited liability company

By: PHG-Cypress, LLC, a Florida limited
Liability company, as Co-Manager

By: _____
Name:
Title:

By: Cypress Cove, LLC, a Florida limited
liability company, as Co-Manager

By:  _____
Name: Steven Kirk
Title: President

(Cypress Cove, LLC is also a general partner
of CYPRESS COVE APARTMENTS, LTD.)

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CYPRESS COVE APARTMENTS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 30 PM 4:00

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned General Partners of Cypress Cove Apartments, Ltd., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

CYPRESS COVE APARTMENTS, LTD.

2. The mailing address and the street address of the Partnership is

9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156

3. The name and address of the agent for service of process on the Partnership are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partners of the Partnership are:

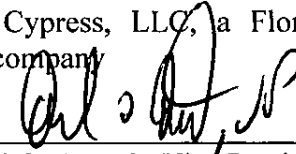
PHG –Cypress, LLC
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156

Cypress Cove, LLC
19308 SW 380th Street
Florida City, Florida 33034

IN WITNESS WHEREOF, the undersigned General Partners have signed this Certificate of Limited Partnership, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: September 30, 2009

PHG – Cypress, LLC, a Florida limited liability company

By: 
David O. Deutch, Vice President

Cypress Cove, LLC, a Florida Limited liability company

By: _____
Name: _____
Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for CYPRESS COVE APARTMENTS, LTD., a Florida limited partnership. 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.

DATED: September 30, 2009


Brian J. McDonough

IN WITNESS WHEREOF, the undersigned General Partners have signed this Certificate of Limited Partnership, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: September 30, 2009

PHG - Cypress, LLC, a Florida limited liability company

By: _____
David O. Deutch, Vice President

Cypress Cove, LLC, a Florida Limited liability company

By: _____
Name: Steven Kirk
Title: *President*

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for CYPRESS COVE APARTMENTS, LTD., a Florida limited partnership. 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.

DATED: September ____, 2009

Brian J. McDonough