

A10000000410

(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. O'Connell JUL 29 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GATOR WATERVIEW PARTNERS, LLLP
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:

JULIE A. CARSON

Contact Person

GATOR INVESTMENTS

Firm/Company

1595 NE 163RD STREET

Address

NORTH MIAMI BEACH, FL 33162

City, State and Zip Code

JCARSON@GATORINV.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JULIE A. CARSON

Name of Contact Person

at (305)

949-9049
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees (\$52.50 for Conversion and \$1,000 - Certificate)
- \$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

Certificate of Conversion
For
"Other Business Organization"
Into

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10 JUL 28 PM 1:46

Florida Limited Partnership or Limited Liability Limited Partnership

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

GATOR WATERVIEW PARTNERS LLC L1-7471.4
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: corporation, limited liability company, 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 JULY 15, 2010
(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:

GATOR WATERVIEW PARTNERS, LLLP
(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: 07/28/10
(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 27th day of JULY, 2010.

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

Signature: _____
Printed Name: JAMES A. GOLDSMITH Title: MGR OF ITS SOLE GP

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: JAMES A. GOLDSMITH Title: Mgr. of Sole Member

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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. GATOR WATERVIEW PARTNERS, 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. 1595 NE 163RD STREET
Street address of initial designated office

NORTH MIAMI BEACH, FL 33162

3. JAMES A. GOLDSMITH
Name of Registered Agent for Service of Process

4. 1595 NE 163RD STREET
Florida street address for Registered Agent

NORTH MIAMI BEACH, FL 33162

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. 1595 N.E. 163RD Street
Mailing address of initial designated office

NORTH MIAMI BEACH, FL 33162

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:

GATOR WATERVIEW, LLC

1595 NE 163RD STREET

L1-74412

NORTH MIAMI BEACH, FL 33162

10 JUL 28 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 27th day of JULY, 2010.

Signature of each general partner:

By:

James A. Goldsmith, Manager

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