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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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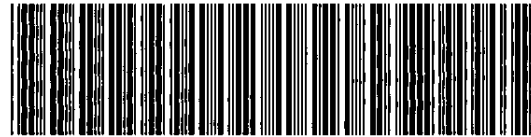
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Masi Construction, LLP  
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:

Thomas O. Wells, Esq.  
Contact Person

Thomas O. Wells, P.A.  
Firm/Company

540 Biltmore Way  
Address

Coral Gables, FL 33134  
City, State and Zip Code

mechelle@twellsllaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas O. Wells at ( 305 ) 444-0016  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☐ \$1,105.00 Filing Fees ☐ \$1,113.75 Filing Fees,  
(\$52.50 for Conversion and Certificate of and Certified Copy Certified Copy, and  
and \$1,000 – Certificate) Status 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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**CERTIFICATE OF CONVERSION**

of

Masi Construction, LLC, a Florida limited liability company,

into

Masi Construction, LLLP, a Florida limited liability limited partnership

This Certificate of Conversion and the attached Certificate of Limited Partnership are submitted to convert Masi Construction, LLC, a limited liability company organized under the laws of the State of Florida, into Masi Construction, LLLP, a limited liability limited partnership organized under the laws of the State of Florida, in accordance with Sections 608.4401 and 620.2104, Florida Statutes.

1. Masi Construction, LLC, a Florida limited liability company organized, and immediately prior to the filing of this Certificate of Conversion, existing as a limited liability company under the laws of the State of Florida, was formed on June 19, 2009, under Document Number L09000059929 (the "Converted Entity").
2. The name of the Converted Entity immediately prior to the filing of this Certificate of Conversion is Masi Construction, LLC.
3. The name of the Florida limited liability limited partnership into which the Converted Entity will be converted is Masi Construction, LLLP, a Florida limited liability limited partnership (the "Resulting Entity"). The Certificate of Limited Partnership for the Resulting Entity filed with the Florida Secretary of State is attached.
4. The conversion of the Converted Entity into the Resulting Entity was approved and is in compliance with the Florida Limited Liability Company Act, as amended, under Chapter 608, and the Florida Revised Uniform Partnership Act of 2005, as amended, under Chapter 620. Specifically, the conversion of the Converted Entity into the Resulting Entity was approved by all of the members and managers of the Converted Entity in accordance with Section 608.4402, Florida Statutes.
5. The address of the principal office of Resulting Entity is 565 E. Hillsboro Blvd., Deerfield Beach, Florida 33441. The Federal employer identification number for the Resulting Entity will be 27-0401254 which is the same Federal employer identification number of the Converted Entity.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Secretary of State.
7. The Resulting Entity shall pay any member of the Converted Entity having timely exercised appraisal rights in an amount as set forth in Sections 608.4351 through 608.4359 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
as of the 6<sup>th</sup> day of October, 2010.

*Betty M Masi*

Betty M. Masi, as President and Manager of Masi  
Construction, LLC, a Florida limited liability  
company, and as the sole General Partner of Masi  
Construction, LLLP; a Florida limited liability  
limited partnership

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
MASI CONSTRUCTION, LLLP**

This Certificate of Limited Partnership has been prepared and executed in accordance with Section 620.1201 of the Florida Revised Uniform Limited Partnership Act (2005), et. seq. (hereinafter "RULPA"), and as RULPA may be amended from time to time.

1. **Name of Limited Partnership:** The name of the Limited Partnership shall be Masi Construction, LLLP (the "Limited Partnership").
2. **Recordkeeping Office:** The address of the office at which the records of the Limited Partnership shall be kept is:

565 E. Hillsboro Blvd.  
Deerfield Beach, Florida 33441

3. **Authorized Agent for Service of Process:** The name and address of the agent authorized to accept service of process on behalf of the Limited Partnership is:

Thomas O. Wells, P.A.  
540 Biltmore Way  
Coral Gables, Florida 33134

4. **Name and Business Address for Sole General Partner:** The name and business address of the sole General Partner of the Limited Partnership is:

Betty M. Masi  
565 E. Hillsboro Blvd.  
Deerfield Beach, Florida 33441

5. **Mailing Address:** The mailing address of the Limited Partnership is:

565 E. Hillsboro Blvd.  
Deerfield Beach, Florida 33441

6. **Status as a Limited Liability Limited Partnership:** The Limited Partnership shall be a limited liability limited partnership under Florida law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as the General Partner of the Limited Partnership on behalf of the Limited Partnership this 6<sup>th</sup> day of October, 2010, and declares that she has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

**GENERAL PARTNER:**

Betty M Masi  
Betty M. Masi

**ACCEPTANCE AS REGISTERED AGENT:**

The undersigned, as an authorized agent of **THOMAS O. WELLS, P.A.**, a Florida corporation (the "Company"), hereby accepts the appointment as registered agent of **MASI CONSTRUCTION, LLLP**, a Florida limited liability limited partnership (the "Partnership"), and agrees to act in such capacity. The Company further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 620, Florida Statutes.

**REGISTERED AGENT:  
THOMAS O. WELLS, P.A.**

Date: October 6, 2010

By: Thomas O. Wells  
Thomas O. Wells, Esq., President

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