

10 DEC 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NLMI Investments, 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:

Linda C. DeVito
Contact Person

Redgrave & Rosenthal LLP
Firm/Company

120 E. Palmetto Park Road, Suite 400
Address

Boca Raton, FL 33432
City, State and Zip Code

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

For further information concerning this matter, please call:

Linda C. DeVito at (561) 347-1700
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 Status and Certified Copy Certified Copy, and
and \$1,000 - Certificate) Status and Certified Copy 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

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:

NLMI Investments, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company

(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 Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on July 2, 2007

(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**:

NLMI Investments, 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: _____

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

FILED
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TALLAHASSEE, FLORIDA

Signed this 1st day of December, 2010.

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

Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: [Signature]
Printed Name: Jonathan C. Katz Title: General Partner

Signature: [Signature]
Printed Name: Danielle E. Battisti Katz Title: General Partner

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: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: Jonathan C. Katz Title: Managing 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:	\$1,000.00
(\$965 Filing Fee and \$35 Filing Fee)	
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

CERTIFICATE OF LIMITED PARTNERSHIP
For NLMI INVESTMENTS, LLLP
A Florida Limited Liability Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on December 1, 2010, at Boca Raton, Florida by Jonathan C. Katz and Danielle E. Battisti Katz herein called the "General Partners" and by Jonathan C. Katz and Danielle E. Battisti Katz hereinafter referred to as the initial "Limited Partners".

WITNESSETH:

The parties hereto, on the date stated above, formed a Limited Partnership and further elected that said Limited Partnership shall be a Limited Liability Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. **Name of the Limited Partnership.** The name of this Limited Liability Limited Partnership is NLMI INVESTMENTS, LLLP (hereinafter the "Limited Partnership").
2. **Business.** The Limited Partnership may hold, manage, develop, exchange, and/or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in and/or conduct any lawful business or investment activities.
3. **Principal Office, Principal Place of Business, Records Location and Registered Office.** The location of the principal office, principal place of business and records location of the Limited Partnership is 2493 Eagle Run Drive, Weston, FL 33327. The location of the registered office of the Limited Partnership is 2493 Eagle Run Drive, Weston, FL 33327.
4. **Appointment and Consent to Serve as Registered Agent.** The registered agent for service for this Limited Partnership is Jonathan C. Katz, whose address is 2493 Eagle Run Drive, Weston, FL 33327.

I, Jonathan C. Katz, a natural person and resident of the State of Florida, accept the appointment as Registered Agent of NLMI INVESTMENTS, LLLP upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.

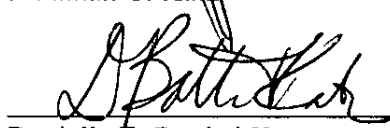
Jonathan C. Katz, Registered Agent

5. **General Partners.** The General Partners of this Limited Partnership are:
Residence and Mailing Address: Jonathan C. Katz and Danielle E. Battisti Katz; 2493 Eagle Run Drive, Weston, FL 33327.
6. **Limited Partners.** The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement. The initial limited partners are Jonathan C. Katz and Danielle E. Battisti Katz.
7. **Term of the Partnership.** The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue indefinitely, unless sooner dissolved by law or by agreement of all of the remaining partners or unless extended by the agreement of all the remaining partners.
8. **Limited Liability Limited Partnership:** The Limited Partnership hereby elects to be a Limited Liability Limited Partnership pursuant to Florida Statute 620.1404.
9. **Electronic Filing:** The undersigned General Partners hereby authorize the Limited Partnership's counsel, Redgrave & Rosenthal, LLP, to file this Certificate of Limited Partnership with the Florida Secretary of State by electronic means at the website established for that purpose and to include only those provisions that are required to form a limited liability limited partnership under Florida law.

IN WITNESS WHEREOF the undersigned General Partners form this limited liability limited partnership on this 1st day of December, 2010.

GENERAL PARTNERS:


Jonathan C. Katz


Danielle E. Battisti Katz