

A100000000858

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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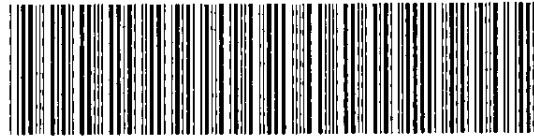
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 DEC 23 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/2010

B. KOHR
DEC 23 2010
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 23 PM 4:02



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 12/31/2010

ACCOUNT NO. : I20000000195

REFERENCE : 622501 4300043

AUTHORIZATION :

COST LIMIT : \$ 1052.50

FILED STATE
SECRETARY OF CORPORATIONS
10 DEC 23 PM 4:02

Lyndee

ORDER DATE : December 23, 2010

ORDER TIME : 10:59 AM

ORDER NO. : 622501-005

CUSTOMER NO: 4300043

DOMESTIC AMENDMENT FILING

NAME: BENHOME ASSOCIATES, L.P.

EFFECTIVE DATE: 12/31/2010

XX___ CERTIFICATE OF CONVERSION WITH CERTIFICATE OF LP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 12/31/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 23 PM 4:02

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:

BENHOME ASSOCIATES, L.P.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED PARTNERSHIP

(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 CALIFORNIA

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

on NOVEMBER 7, 1996

(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**:

BENHOME ASSOCIATES, 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: DECEMBER 31, 2010

(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.

Signed this 22nd 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: Douglas Peter Benach Title: President, Benhome GP Corp.
(BENHOME GP CORP. is the general partner for both the converting California entity and the resulting Florida entity, and the signature is for both entities.)

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: _____
Printed Name: _____ Title: _____

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)

EFFECTIVE DATE

12/31/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 23 PM 4:02

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

1. BENHOME ASSOCIATES, 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. c/o Proskauer Rose LLP, 2255 Glades Road

Street address of initial designated office

Suite 421 Atrium, Boca Raton, FL 33431-7360

3. GEORGE D. KARIBJANIAN, ESQ.

Name of Registered Agent for Service of Process

4. c/o Proskauer Rose LLP, 2255 Glades Road

Florida street address for Registered Agent

Suite 421 Atrium, Boca Raton, FL 33431-7360

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.

GEORGE D. KARIBJANIAN

By:

George D. Karibjanian

Signature of Registered Agent

6. c/o Proskauer Rose LLP, 2255 Glades Road

Mailing address of initial designated office

Suite 421 Atrium, Boca Raton, FL 33431-7360

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:

BENHOME GP CORP.

22 LONGVIEW LANE

F10000005614

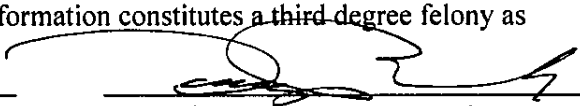
CHAPPAQUA, NEW YORK 10514

9. Effective date, if other than the date of filing: DECEMBER 31, 2010

(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 22nd day of DECEMBER, 2010.

Signature of each general partner: 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.


Douglas Peter Benach, President
of Benhome GP Corp.