

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Boutique at Bayshore, LP
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:

Jena Rissman Atlass
Contact Person

Savage & Atlass, P.L.
Firm/Company

3999 Sheridan Street, Suite 200
Address

Hollywood, FL 33021
City, State and Zip Code

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

For further information concerning this matter, please call:

Jena Rissman Atlass at (954) 985-1005
Name of Contact Person 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

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 11 JAN 11 PM 1:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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:

Boutique at Bayshore, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company LM0000114743
(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 12/2/2009

(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**:

Boutique at Bayshore, LP

(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.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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Signed this 7th day of January, 2011.

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: *Thomas R. Daniels*
Printed Name: Thomas R. Daniels Title: President of Shoal GP Holdings, Inc.

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: 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: Y. Judd Shoal 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)

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 TALLAHASSEE, FLORIDA

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

1. Boutique at Bayshore, LP

(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. 8000 N.E. Bayshore Court, Miami, FL 33138

Street address of initial designated office

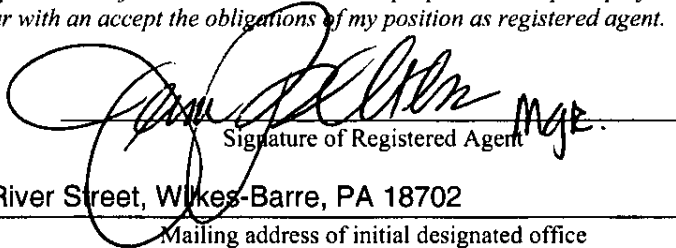
3. Savage & Atlass, P.L.

Name of Registered Agent for Service of Process

4. 3999 Sheridan Street, Suite 200, Hollywood, FL 33021

Florida street address for Registered Agent

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. 24 South River Street, Wilkes-Barre, PA 18702

Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box .

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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