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(City/State/Zip/Phone #)

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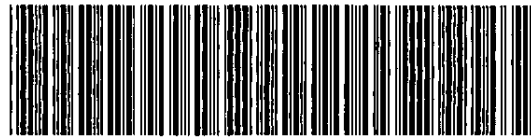
(Business Entity Name)

(Document Number)

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11 JAN 25 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN 27 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Granadillo Associates, L.P.
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:

Philip M. Bresson, Esq.
Contact Person
Quarles & Brady LLP
Firm/Company
1395 Panther Lane, Suite 300
Address
Naples, FL 34109
City, State and Zip Code
philip.bresson@quarles.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Philip M. Bresson, Esq. at (239) 659-5061
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 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GRANADILLO ASSOCIATES, L.P.

This Certificate of Limited Partnership of GRANADILLO ASSOCIATES, L.P. (the "Partnership") is being executed by the undersigned for the purpose of recording the proper name of the general partner of the Partnership.

1. The name of the Partnership is GRANADILLO ASSOCIATES, L.P.
2. The address of the registered office of the Partnership in Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109. The Partnership's registered agent at that address is Naples-Lawdock, Inc.

3. The name and mailing address of the sole general partner of the Partnership is also the street address of the principal office and the mailing address of the entity:

Pedro P. Granadillo
7218 Tory Lane
Naples, Florida 34103

4. The effective date shall be ~~the date of January 1, 2011~~ the date this Certificate of Limited Partnership is filed with the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 31st day of December 2010.

GRANADILLO ASSOCIATES, L.P.
A Florida Limited Partnership

By: 

PEDRO P. GRANADILLO

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11 JAN 25 PM 12:51
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 620.1114 of the Florida Statutes, Granadillo Associates, L.P., formed under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited partnership is Granadillo Associates, L.P.
2. The name and address of the registered agent and office are as follows:

Naples-Lawdock, Inc.
1395 Panther Lane, Suite 300
Naples, Florida 34109

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept on behalf of Naples-Lawdock, Inc. the appointment as registered agent for Granadillo Associates, L.P., 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 obligation of the position as registered agent.

Dated: December 31, 2010.

NAPLES-LAWDOCK, INC.,
a Florida Corporation

By: 
Benjamin B. Brown, its Vice-President

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11 JAN 25 PM 12:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

Certificate and Plan of Conversion

For

GRANADILLO ASSOCIATES, L.P., an Indiana Limited Partnership

Into

GRANADILLO ASSOCIATES, L.P., a Florida Limited Partnership

This Certificate of Conversion and the attached Certificate of Limited Partnership are submitted to convert Granadillo Associates, L.P., an Indiana limited partnership, into Granadillo Associates, L.P., a Florida limited partnership, in accordance with Chapter 620, Florida Statutes.

1. **Name.** The name of the limited partnership immediately prior to the filing of this Certificate of Conversion is GRANADILLO ASSOCIATES, L.P. (the "Indiana Partnership").
2. **Original Organization.** The Partnership was originally formed under the laws of Indiana on August 11, 1995.
3. **Approval of Conversion.** The Conversion of the Indiana Partnership complies with the provisions of Chapter 620, Florida Statutes, and was approved in such a manner that complied with the laws of the State of Indiana.
4. **Name Following Conversion.** Following Conversion the name of the Florida limited partnership will be GRANADILLO ASSOCIATES, L.P. (the "Florida Partnership").
5. **Effective Date of the Conversion.** The Effective Date of the Conversion shall be the date this Certificate of Conversion is filed with the State of Florida.
6. **Conversion.** The Conversion is permitted by the applicable laws of Indiana and Florida and both the Indiana Partnership and Florida Partnership have complied with the laws of Indiana and Florida in effecting the Conversion.
7. **Conversion of Partnership Interests.** On the Effective Date of the Conversion, the issued and outstanding general and limited partnership interests of the Indiana Partnership shall be converted into the same percentage of general and limited partnership interests of the Florida Partnership.
8. **Valid Entity.** The Indiana Partnership currently exists on the official records in the State of Indiana, the jurisdiction in which it is currently formed.
9. **Certificate of Limited Partnership.** A copy of the Certificate of Limited Partnership of the Florida Partnership is attached hereto. Following the Effective Date of

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CLERK OF SUPERIOR COURT
ALABAMA

the Conversion, a Limited Partnership Agreement shall be adopted by the Florida Partnership to govern the operations of the Florida Partnership.

IN WITNESS WHEREOF, the undersigned general partner and limited partners of both the Indiana Partnership and Florida Partnership have executed this Certificate of Conversion on the 31st day of December, 2010. The individuals below affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, Florida Statutes.

GENERAL PARTNER:



PEDRO P. GRANADILLO

LIMITED PARTNERS:



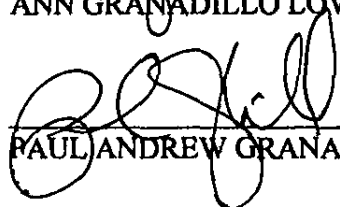
PEDRO P. GRANADILLO



BARBARA J. GRANADILLO



ANN GRANADILLO LOWE



PAUL ANDREW GRANADILLO

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11 JAN 25 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 20, 2011

PHILLIP M. BRESSON, ESQ.
1395 PANTHER LANE
SUITE 300
NAPLES, FL 34109

SUBJECT: GRANADILLO ASSOCIATES, L.P.
Ref. Number: W11000003640

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GRANADILLO ASSOCIATES, L.P. and your check(s) totaling \$1061.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6028.

Barbara Bostick
Regulatory Specialist II

Letter Number: 711A00001681