

A11000000334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

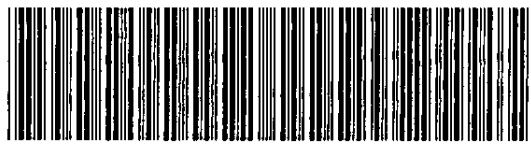
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

G. MCLEOD
Office Use Only
APR 29 2011
EXAMINER



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GreenspoonMarder

ATTORNEYS AT LAW

888.491.1120
www.gmlaw.com

From the desk of: Gregory J. Blodig, Esq.
Trade Centre South, Suite 700
100 W. Cypress Creek Road
Fort Lauderdale, Florida 33309-2140
Phone: 954.491.1120
Direct Fax: 954.343.6962
Fax: 954.771.9264
Email: greg.blodig@gmlaw.com

April 22, 2011

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via FedEx – Standard 2-day

Re: Certificate of Conversion and Certificate of Limited Partnership for Nussbaum Family Holdings Limited Partnership

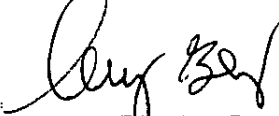
To: Registration Section

Enclosed is a Certificate of Conversion and Certificate of Limited Partnership for Nussbaum Family Holdings Limited Partnership to be filed with the State. Also enclosed is a check in the amount \$1,052.50 representing payment for the filing.

If you have any questions, do not hesitate to call me.

Very truly yours,

GREENSPOON MARDER, P.A.



Gregory J. Blodig, Esq.
For the Firm

GJB:ik
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NUSSBAUM FAMILY HOLDINGS LIMITED PARTNERSHIP
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:

ELLEN GILMORE, ESQ.
Contact Person

GREENSPOON MARDER, P.A.
Firm/Company

100 W. CYPRESS CREEK ROAD, SUITE 700
Address

FORT LAUDERDALE, FLORIDA 33309
City, State and Zip Code

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

For further information concerning this matter, please call:

ELLEN GILMORE at (888) 491-1120 EXT 1021
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

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:

Nussbaum Family Holdings Limited Partnership
(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 Georgia
(Enter state, or if a non-U.S. entity, the name of the country)

on December 29, 1998
(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**:

Nussbaum Family Holdings Limited Partnership
(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.

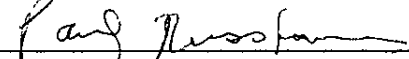
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signed this 22 day of April, 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: 
Printed Name: Paul Nussbaum Title: President of General Partner

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: 
Printed Name: Paul Nussbaum Title: President of General Partner

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)

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

1. Nussbaum Family Holdings Limited Partnership

(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. 401 East Linton Boulevard, Apt. 310, Delray Beach, Florida 33483

Street address of initial designated office

3. Greenspoon Marder, P.A.

Name of Registered Agent for Service of Process

4. 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309

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. 401 East Linton Boulevard, Apt. 310, Delray Beach, Florida 33483

Mailing address of initial designated office

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:

Nussbaum Family Investments, Inc.

401 East Linton Boulevard, Apt, 310

Delray Beach, Florida 33483

9. Effective date, if other than the date of filing: _____.

(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 22 day of April, 2011.

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.

Tail Nussbaum

As President of General Partner
