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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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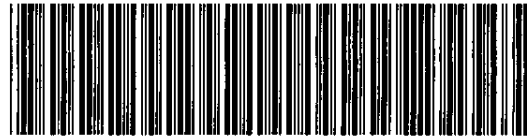
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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T. CLINE

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EXAMINER

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2012

CYNTHIA MARQUEZ
DUNWODY WHITE & LANDON, P.A.
550 BILTMORE WAY, SUITE 810
CORAL GABLES, FL 33134

SUBJECT: COWLEY BRICKELL LLLP
Ref. Number: W12000054593

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

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6051.

Tammi Cline
Regulatory Specialist II

Letter Number: 812A00026198

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 NOV 19 AM 8:50

FILED

**DUNWODY
WHITE &
LANDON, P.A.**

ATTORNEYS AT LAW

JACKSON M. BRUCE, JR.	ROBERT D. W. LANDON, II
DANIEL K. CAPES	JEREMY P. LEATHE
NEIL R. CHRYSTAL	THOMAS J. MATKOV
JORGE DE LA CRUZ-MUÑOZ	WILLIAM T. MUIR
JACK A. FALK, JR.	ALFRED J. STASHIS, JR.
RONALD L. FICK	ROBERT A. WHITE
JOHN J. GRUNDHAUSER	
DAVID M. HALPEN	ATWOOD DUNWODY (1912-1996)

*Please reply to Miami Office
e-mail: cmurquez@dwl-law.com*

October 23, 2012

VIA FEDERAL EXPRESS – Next Day Standard
(Signature Requested)

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

RE: COWLEY BRICKELL LLLP

Dear Sir or Madam:

Enclosed please find the following documents for filing with the Florida Department of State:

1. Original Certificate of Conversion for Florida Limited Liability Company into Florida Limited Liability Limited Partnership;
2. Original Certificate of Limited Partnership of Cowley Brickell LLLP, a Florida Limited Liability Limited Partnership; and
3. Two (2) checks as follows:
 - a. Check in the amount of \$1,052 made payable to the Florida Department of State representing the filing fee and registered agent designation for COWLEY BRICKELL LLLP; and
 - b. Check in the amount of \$9.25 made payable to the Florida Department of State representing the cost for the Certificate of Status plus the \$0.50 additional filing fee for the Certificate of Conversion;

MIAMI
550 Biltmore Way
Suite 810
Coral Gables, Florida 33134
Telephone 305 / 529-1500
Fax 305 / 529-8855

NAPLES
4001 Tamiami Trail North
Suite 200
Naples, Florida 34103
Telephone 239 / 263-5885
Fax 239 / 262-1442

PALM BEACH
Plaza Center, Suite 501
249 Royal Palm Way
Palm Beach, Florida 33480
Telephone 561 / 655-2120
Fax 561 / 655-2168

Florida Department of State
Department of Corporations
October 23, 2012
Page 2

4. Return Federal Express envelope.

Please file these documents with the Secretary of State and return of the Certificate of Status in the return Federal Express envelope we have enclosed for your convenience.

If you should have any questions, please do not hesitate to contact me at the Miami address listed below or by e-mail at cmarquez@dwl-law.com

Sincerely,


Cynthia S. Marquez
Florida Registered Paralegal

CSM/kh

Enclosures

cc: Drs. Andres and Barbara Cowley (w/encls)
Neil R. Chrystal, Esq. (w/encls)
Jorge F. de la Cruz-Munoz, Esq. (w/encls)

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FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION

DUNWODY WHITE & LANDON, P.A.

ATTORNEYS AT LAW

JACKSON M. BRUCE, JR.	ROBERT D. W. LANDON, II
DANIEL K. CAPES	JEREMY P. LEATHE
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JOHN J. GRUNDHAUSER	
DAVID M. HALPEN	ATWOOD DUNWODY (1912-1996)

Please reply to Miami Office
e-mail: cmarque@dwl-law.com

November 16, 2012

VIA FEDERAL EXPRESS – Next Day Standard
(Signature Requested)

Registration Section
Division of Corporations
Attn: Tammi Cline, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: COWLEY BRICKELL LLLP

Dear Ms. Cline:

As we discussed and in response to your Letter Number 812A00026198, enclosed please find the following revised documents for filing with the Florida Department of State:

1. Original Certificate of Conversion for Florida Limited Liability Company into Florida Limited Liability Limited Partnership;
2. Original Certificate of Limited Partnership of Cowley Brickell LLLP, a Florida Limited Liability Limited Partnership;
3. A copy of your previous correspondence; and a
4. Return Federal Express envelope.

Please file these documents with the Secretary of State and return of the Certificate of Status in the return Federal Express envelope we have enclosed for your convenience.

MIAMI
550 Biltmore Way
Suite 810
Coral Gables, Florida 33134
Telephone 305 / 529-1500
Fax 305 / 529-8855

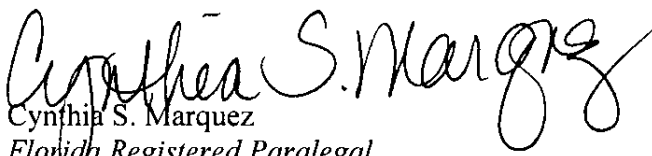
NAPLES
4001 Tamiami Trail North
Suite 200
Naples, Florida 34103
Telephone 239 / 263-5885
Fax 239 / 262-1442

PALM BEACH
Plaza Center, Suite 501
249 Royal Palm Way
Palm Beach, Florida 33480
Telephone 561 / 655-2120
Fax 561 / 655-2168

Florida Department of State
Department of Corporations
November 16, 2012
Page 2

If you should have any questions, please do not hesitate to contact me at the Miami address listed below or by e-mail at cmarquez@dwj-law.com

Sincerely,


Cynthia S. Marquez
Florida Registered Paralegal

CSM/kh
Enclosures

cc: Drs. Andres and Barbara Cowley (w/encls)
Neil R. Chrystal, Esq. (w/encls)
Jorge F. de la Cruz-Munoz, Esq. (w/encls)

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DEPT. OF STATE

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TALLAHASSEE, FLORIDA

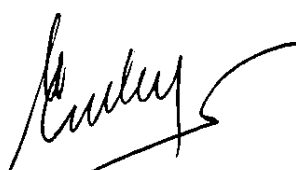
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Certificate of Conversion
For
Florida Limited Liability Company
Into
Florida Limited Liability Limited Partnership

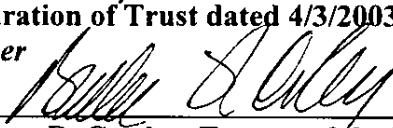
This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following **Florida Limited Liability Company** into a **Florida Limited Liability Limited Partnership** in accordance with §620.2104, Florida Statutes.

1. The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is COWLEY BRICKELL LLC. *L11-104127*
2. The Florida Limited Liability Company is a limited liability company first organized, formed or incorporated under the laws of Florida on September 8, 2011.
3. The name of the Florida Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership is COWLEY BRICKELL, LLLP.
4. COWLEY BRICKELL LLLP is a limited liability limited partnership organized under the laws of Florida.
5. The above referenced Florida Limited Liability Company has converted into a Florida Limited Liability Limited Partnership in compliance with Chapter 608, F.S.
6. The conversion was approved as required by Chapter 620, Florida Statutes, and was approved in a manner that complies with the converting organization's governing law.
7. The effective date shall be the date of filing.
8. The principal office address of the Florida Limited Liability Limited Partnership is as follows:

Signed this 8th day of November, 2012.




Andres Cowley, Trustee of the Andres Cowley
Declaration of Trust dated 4/3/2003, General
Partner



Barbara R. Cowley, Trustee of the Barbara
Cowley Declaration of Trust dated 4/3/2003,
General Partner

Required Signature on behalf of Florida Limited Liability Company: 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.

Signature: 

Printed Name: Barbara R. Cowley **Title:** Authorized Representative

Fees:

Certificate of Conversion: \$ 52.50
Fees for Florida Certificate of Limited Partnership: \$1,000.00
(\$956 Filing Fee and \$35 Filing Fee)

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CLERK OF SUPERIOR COURT
JANUARY 19 AM 2:50
TALLAHASSEE, FLORIDA

12 NOV 19 AM 8:50
SECRETARY OF STATE
ALABAMA, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COWLEY BRICKELL LLLP
A Florida Limited Liability Limited Partnership**

The undersigned makes the following declaration of information for the purpose of forming COWLEY BRICKELL LLLP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this partnership is COWLEY BRICKELL LLLP (the "Partnership").

2. Intent on Qualifying Partnership as a Limited Liability Limited Partnership. The Partnership elects to be a Limited Liability Limited Partnership.

3. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

4. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 1561 Bella Vista Avenue, Coral Gables, Florida 33156 at which place the records shall be maintained.

5. Registered Agent. The name and address of the registered agent for service for the Partnership is Barbara R. Cowley, 1561 Bella Vista Avenue, Coral Gables, Florida 33156.


6. The General Partners. The names and addresses of the General Partners are: Andres Cowley, as Trustee of the Andres Cowley Declaration of Trust dated 4/3/2003, and Barbara R. Cowley, as Trustee of the Barbara R. Cowley Declaration of Trust dated 4/3/2003, 1561 Bella Vista Avenue, Coral Gables, Florida 33156.

7. Mailing Address. The mailing address of the Partnership is 1561 Bella Vista Avenue, Coral Gables, Florida 33156.

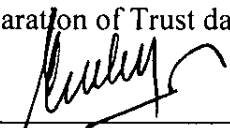
8. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 50th anniversary of the date of the Agreement of COWLEY BRICKELL LLLP, unless terminated or dissolved earlier or extended by written agreement of all of the Partners.

8th IN WITNESS WHEREOF, the undersigned has executed this Certificate on the day of November, 2012.

GENERAL PARTNERS:



BARBARA R. COWLEY, Trustee of the Barbara R. Cowley Declaration of Trust dated 4/3/2003




ANDRES COWLEY, Trustee of the Andres Cowley Declaration of Trust dated 4/3/2003
Manager

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced partnership at the above-designated Registered Office, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 8th day of November, 2012.



BARBARA R. COWLEY, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA