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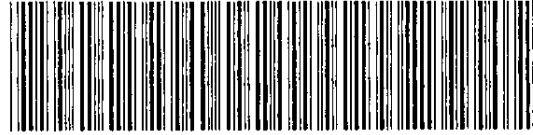
(Business Entity Name)

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EXAMINER

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10 OCT 13 PM 4:55



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850 222 1092 tel
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October 13, 2010

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Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7969472 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

DACRA DESIGNMIAMI, LTD (FL)
Conversion
Florida

39TH ST., LTD. (FL)
Conversion
Florida

~~MIAMI AVENUE LLC (FL)~~
Conversion
Florida

** File after Merger!*

MONTE CARLO ASSOCIATES, LTD. (FL)
Conversion
Florida

MOSAIC, LLC (FL)
Conversion
Florida

NEWTON DESIGN, LLC (FL)
Conversion
Florida

OAK PLAZA ASSOCIATES, LTD. (FL)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 OCT 13 PM 4:13
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**CERTIFICATE OF CONVERSION
FROM A FLORIDA LIMITED PARTNERSHIP
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 620.2104 OF THE FLORIDA REVISED UNIFORM
LIMITED PARTNERSHIP ACT OF 2005 AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

FILED
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DIVISION OF CORPORATIONS
10 OCT 13 PM 11:55

1. The name of the limited partnership is Monte Carlo Associates, Ltd. (the "Converting Entity").

2. The date on which the original Certificate of Limited Partnership of the Converting Entity was filed with the Secretary of State of the State of Florida is May 5, 1998.

3. The Converting Entity is being converted into a Delaware limited liability company.

4. The name of the Delaware limited liability company into which the limited partnership is herein being converted is Monte Carlo Associates (Del.) LLC (the "Converted Entity").

5. The principal place of business of the Converted Entity shall be 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

6. The conversion has been approved in accordance with the provisions of Section 620.2103 of the Florida Revised Uniform Limited Partnership Act of 2005 and Section 18-214 of the Delaware Limited Liability Company Act.

7. The Converted Entity lists 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137 as the street address and mailing address of an office for the Florida Department of State to use for purposes of Section 620.2105(3) of the Florida Revised Uniform Limited Partnership Act of 2005.

8. The conversion of the Converting Entity into the Converted Entity shall be effective as of the filing of this Certificate of Conversion and the Certificate of Formation of the Converted Entity with the Secretary of State of the State of Delaware.

Dated: 10/13, 2010.

MONTE CARLO ASSOCIATES, LTD., a
Florida limited partnership

By: DACRA MONTE CARLO
ASSOCIATES, INC., a Florida
corporation

By: _____
Craig Robins, President

CERTIFICATE OF FORMATION
OF
MONTE CARLO ASSOCIATES (DEL.) LLC

This Certificate of Formation of Monte Carlo Associates (Del.) LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

1. The name of the Company is Monte Carlo Associates (Del.) LLC.
2. The address of the registered office of the Company in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation effective as of the 13 day of October, 2010.

/s/ Linda Ebin
Linda Ebin, Authorized Person