

A98VVVV001109

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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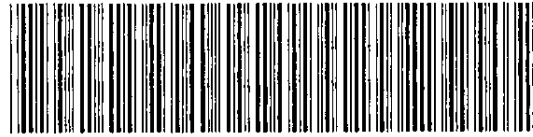
(Business Entity Name)

(Document Number)

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B. KOHR  
OCT 15 2010  
EXAMINER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 OCT 13 PM 4:55



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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**

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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