

L000000 11054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

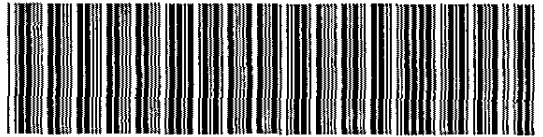
(Business Entity Name)

(Document Number)

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**FILED**  
06 OCT -5 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2005 OCT -5 AM 10:58  
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SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 503911 4144A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 55.00

ORDER DATE : October 4, 2006  
ORDER TIME : 4:31 PM  
ORDER NO. : 503911-005  
CUSTOMER NO: 4144A

FILED  
09 OCT -5 AM 11:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: 121 ALHAMBRA TOWER, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION FL LLC TO DE LLC  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**

Please give original  
copy to file

October 6, 2006

KELLY COURTNEY  
CSC  
TALLAHASSEE, FL

SUBJECT: 121 ALHAMBRA TOWER, L.L.C.  
Ref. Number: L00000011054

**FILED**  
06 OCT -5 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for 121 ALHAMBRA TOWER, L.L.C. and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The Certificate of Conversion must contain a statement that the "Other Business Entity" appoints the Secretary of State as its agent for service of process to enforce obligations of the converting LLC, including appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

The Certificate of Conversion must contain the street and mailing address of an office that the Florida Dept. of State may use for purposes of s.48.181, F.S.

We are attaching a copy of our COVERSON FORM which you may wish to use as a guide.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 906A00059398

**RECEIVED**  
06 OCT -9 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESUBMIT**

Please give original  
copy to file as file copy,

**STATE OF FLORIDA  
CERTIFICATE OF CONVERSION  
FROM A FLORIDA LIMITED LIABILITY COMPANY TO A  
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 608.4403 OF THE LIMITED LIABILITY ACT**

**FILED**  
06 OCT -5 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" - a Delaware Limited Liability Company pursuant to Section 608.4403 of the Florida Limited Liability Act and in compliance with the Delaware Limited Liability Company Act Section 18-214, does hereby certify that:

**FIRST:** The name of the Florida Limited Liability Company into the "Other Business Entity" is 121 Alhambra Tower, L.L.C.

**SECOND:** The name of the "Other Business Entity" is 121 Alhambra Tower, LLC.

**THIRD:** The "Other Business Entity" is a Limited Liability Company.

**FOURTH:** The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity".

**FIFTH:** The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

**SIXTH:** If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

SEVENTH: This conversion was effective under the laws governing the "Other Business Entity" as of October 3, 2006.

EIGHTH: This conversion shall be effective in Florida upon approval.

NINTH: The principal office address of the "Other Business Entity" under the laws of the state, country or jurisdiction in which such entity was organized is 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

TENTH: If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its member under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

121 Alhambra Plaza  
Penthouse 1, Suite 1600  
Coral Gables, FL 33134

ELEVENTH: The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

SIGNED on this 3<sup>rd</sup> of October, 2006.

By: Dale E. Graham  
Name: DALE E. GRAHAM  
Title: MANAGER