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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

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Name	Availability
Document Examiner	
Updater	Verifier
Acknowledgement	W. P. Verifier

CR2E031(7/97)

**CERTIFICATE of CONVERSION**  
**of unincorporated business into**  
**ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC**  
**a Florida limited liability company**

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Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity, more particularly described herein, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting their general partnership into a limited liability company, and state as follows:

1.     **Business.**     The sole purpose of the business is the ownership and operation of the real property located at 1801 Collins Avenue, Unit L-5, Miami Beach, Florida, and more particularly described as:

Condominium Unit No. L-5, SHELBORNE OCEAN BEACH HOTEL, A CONDOMINIUM, according to the Declaration of Condominium thereof, recorded in Clerks File No. 93R325240, Official Records Book 15967, Page 4334, of the Public Records of Dade County, Florida.

2.     **Date and Jurisdiction.** The unincorporated business, a general partnership, began on October 31, 1994 in Miami Beach, Florida.

3.     **Name of general partnership.** The name of the general partnership immediately prior to the filing of this Certificate of Conversion is 1801 Collins Avenue, Unit L-5 Property.

4.     **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC.

This instrument prepared by:  
Ana Cela Harris, Esq.  
Florida Bar No: 705403  
Katz, Barron, Squitero & Faust, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, FL 33133  
305-856-2444

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5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective upon the filing of this Certificate with the Department of State.

6. **Approval of Conversion.** The Conversion was approved by all of the partners of the general partnership. No other consents were required. The Articles of Organization of ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC, were approved by all of the members and partners.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the partners/owners relating to the general partnership incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the general partnership comprising the business, including the property located at 1801 Collins Avenue, Unit L-5, Miami Beach, Florida, shall be vested in ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC and shall thereafter be the property of ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC.

The undersigned affirms under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 30<sup>th</sup> day of April, 2002, in accordance with Florida Statutes, Section 608.439.

Hilda Bengochea  
Hilda Bengochea, Partner/Member

Delia Ontivero  
Delia Ontivero, Partner/Member

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**ARTICLES OF ORGANIZATION**

**OF**

**ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I**  
**NAME**

The name of the limited liability company is ONTIVERO 5 BEACH PROPERTY MANAGEMENT, LLC.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 366 SW 22<sup>nd</sup> Road, Miami, Florida 33129.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

**ARTICLE IV**  
**DURATION AND EFFECTIVE DATE**

The period of this Company's duration shall be perpetual.

**ARTICLE V**  
**PURPOSE**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented.

This instrument prepared by:  
ANA C. HARRIS, ESQ.  
Katz, Barron, Squitiero & Faust, P.A.  
2699 South Bayshore Drive, 7<sup>th</sup> Floor  
Miami, Florida 33133  
Tel: (305) 856-2444

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ARTICLE VI  
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed. The Company shall initially have one (1) Manager. The Manager shall hold the office and have the responsibility accorded to her by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until her successor is elected and qualified, are:

Delia Ontivero  
366 SW 22<sup>nd</sup> Road  
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal  
this 30<sup>th</sup> day of April, 2002.

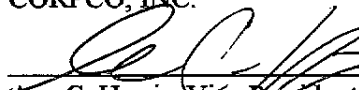
  
\_\_\_\_\_  
Delia Ontivero, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 30<sup>th</sup> day of April, 2002.

CORPCO, INC.

  
\_\_\_\_\_  
Ana C. Harris, Vice President

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TALLAHASSEE, FLORIDA

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