

LU2000033357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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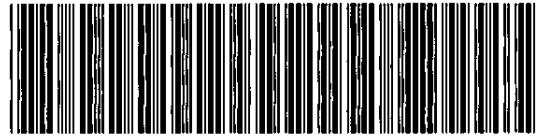
(Business Entity Name)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032
REFERENCE : 825472 4312752
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~25.00~~

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07 MAR 28 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2007

ORDER TIME : 3:34 PM

ORDER NO. : 825472-015

CUSTOMER NO: 4312752

DOMESTIC AMENDMENT FILING

NAME: POINCIANA SQUARE, LLC

EFFECTIVE DATE:

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
DELAWARE LIMITED LIABILITY COMPANY**

FILED
07 MAR 28 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 608.4403, Florida Statutes, this Certificate of Conversion is submitted to convert POINCIANA SQUARE, LLC, a Florida limited liability company (the "Company"), into POINCIANA SQUARE, LLC, a Delaware limited liability company (the "Other Business Entity").

1. The Company has been converted into the "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the law governing the Other Business Entity.

2. The Plan of Conversion was approved by the Company in accordance with Chapter 608, Florida Statutes.

3. Pursuant to Section 608.4403(1)(c), the effective date of the conversion shall be on the date of filing of this Certificate of Conversion with the Florida Department of State, which date is not different than the effective date of the conversion under the laws governing the Other Business Entity.

4. The address of the principal office of the Other Business Entity shall be 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808.

5. The Other Business Entity hereby appoints the Florida Secretary of State as its agent for service of process in the proceeding to enforce any obligations of the Company, including any appraisal rights of its members under Sections 608.4351 - 608.43595, and the street and mailing address of the office which the Department of State may use for purposes of Section 48.181, Florida Statutes, is as set forth in Section 4 hereof.

6. The "Other Business Entity" has agreed to pay to any members of the Company having appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595, Florida Statutes. However, pursuant to Section 608.4352(4), Florida Statutes, the members of the Company have waived their appraisal rights in the operating agreement of the Company.

Signed this 28th day of March, 2007.

KONOVER POINCIANA ASSOCIATES, LLC,
Its Manager

By: K. Florida, Inc., its Manager

By: 

Gregory V. Combs, President