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SERGIO A. PAGLIERY, P. A.
8788 S.W. 8th STREET
MIAMI, FL 33174

(Address)

(City/State/Zip/Phone #)

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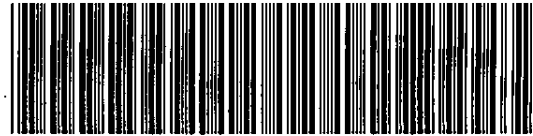
(Business Entity Name)

(Document Number)

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date 11-2-10*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 NOV -2 AM 11:08

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J. SAULSBERRY
EXAMINER

NOV 16 2010

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" **Q CLUB HOTEL, LLC.**
2. The name of the "Other Business Entity" is **Q CLUB HOTEL, LLC.**
3. The "Other Business Entity" is a foreign limited liability company, organized and formed under the laws of Delaware.
4. 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."
5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.
6. This conversion was effective under the laws governing the "Other Business Entity" on October 18, 2010.
7. This conversion shall be effective in Florida on 11-2-10.
8. The principal office address of the "Other Business Entity" under the laws of the state or jurisdiction in which such entity was organized, is as follows: 10520 N.W. 26th Street, Suite C-201, Doral, Florida 33172.
10. The "Other Business Entity" is an out-of-state entity not registered to transact business in Florida and therefore 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.:

Street Address: 10520 N.W. 26th Street, Suite C-201, Doral, Florida 33172
Mailing Address: 10520 N.W. 26th Street, Suite C-201, Doral, Florida 33172
11. 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 this 1st day of October 2010.

By:


JOSE E. CABANAS, Authorized Representative

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TALLAHASSEE, FLORIDA