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(Requestor's Name)

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MAIL

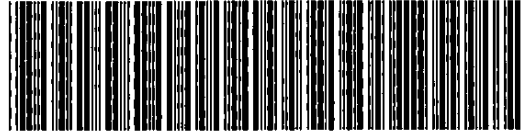
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 26 AM 10:20

Conv.

Ullt

**STEARNS WEAVER MILLER
WEISSLER ALHADEFF & SITTERSON, P.A.**

Miami ■ Ft. Lauderdale ■ Tampa

FACSIMILE TRANSMISSION

TO: <u>BRENDA TADLOCK</u>	FROM: <u>JACKIE GERSTENFELD</u>
OF: <u>Florida Department of State</u>	OUR REF #: <u>37777.001</u>
FAX #: <u>850-245-6030</u>	DATE: <u>5/26/06</u> TIME: <u>1:28 pm</u>
MAIN #: <u>850-254-6900</u>	# OF PAGES TO FOLLOW: <u>2</u>

IF YOU HAVE DIFFICULTY IN THE RECEIPT OF THIS TRANSMISSION, PLEASE CALL (305) 789-3545 AND ASK FOR JACKIE.

MESSAGE

Pursuant to our telephone conversation this afternoon, attached for filing is the Certificate of Conversion of P&G Tract C, LLC, Document No. L04000054213. As always, we appreciate your assistance with this matter.

Our check in the amount of \$55 representing the filing fee and fee for certified copy will be sent to you via Federal Express. Thanks again for your help with this matter.

L04-54213

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the address below via the U.S. Postal Service. Thank you.

**STEARNS WEAVER MILLER
WEISSLER ALHADEFF & SITTERSON, P.A.**

Miami ■ Ft. Lauderdale ■ Tampa

May 26, 2006

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Attention: Ms. Brenda Tadlock

Re: **P&G Tract C, LLC**
Document No. L04000054213

Dear Brenda:

Further to our telephone conversation this afternoon, enclosed are an original and one copy of the Certificate of Conversion from P&G Tract C, LLC, a Florida limited liability company, to P&G Tract C, LLC, a Delaware limited liability company. Also enclosed is our check in the amount of \$55 representing the filing fee and fee for a certified copy, and a self-addressed stamped envelope for the return of the certified copy.

We truly appreciate your assistance with this matter. Best regards,

Sincerely,



Jackie Gerstenfeld
Corporate Legal Assistant

/jjg
Enclosure

cc: Lauren Young

J:\JG\37777.00\1\SOS.LTR.wpd

CERTIFICATE OF CONVERSION
FROM
P&G TRACT C, LLC
(a Florida limited liability company)
TO
P&G TRACT C, LLC
(a Delaware limited liability company)

06 MAY 26 AM 10:20

SECRETARY OF STATE
DIVISION OF CORPORATIONS

This Certificate of Conversion is submitted to convert P&G Tract C, LLC, a Florida limited liability company ("P&G-FL"), to an "Other Business Entity" in accordance with Section 608.4403 of the Florida Limited Liability Company Act.

1. The name of the Florida limited liability company converting into the "Other Business Entity" is P&G Tract C, LLC.

2. The name of the "Other Business Entity" is P&G Tract C, LLC, a limited liability company organized under the laws of the State of Delaware ("P&G-DE").

3. P&G-FL has converted into a Delaware limited liability company in compliance with Chapter 608, Florida Statutes, and the conversion complies with the Delaware Limited Liability Company Act (6 Delaware Code Section 18-101, et seq.).

4. The plan of conversion was approved by the managing members of P&G-FL in accordance with Chapter 608, Florida Statutes.

5. The conversion is effective upon the filing of the this Certificate of Conversion with the Secretary of State of the State of Florida and the filing of a Certificate of Conversion with the Secretary of State of Delaware.

6. The registered office address of P&G-DE under the laws of the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

7. P&G-DE appoints the Secretary of Sate of the State of Florida as its agent for service of process in a procceding to enforce obligations of P&G-FL, including any appraisal rights of its members under Sections 608.4351 – 608.43595, Florida Statutes, and lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181, Florida Statutes: 9090 South Dadeland Boulevard, Miami, Florida 33156.

8. P&G-DE has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Managing Member has executed this Certificate of Conversion this 25th day of May, 2006.

A handwritten signature in black ink, appearing to read "Luis Pulenta", is written over a horizontal line.

Luis A. Pulenta, Managing Member