

L04000079102

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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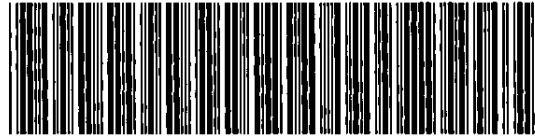
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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07 AUG 10 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

file 1st

ACCOUNT NO. : 072100000032

REFERENCE : 046868 4311473

AUTHORIZATION :

COST LIMIT :

*[Handwritten signature]*

*(55.00)*

07 AUG 10 PM 1:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 10, 2007

ORDER TIME : 9:23 AM

ORDER NO. : 046868-025

CUSTOMER NO: 4311473

**- URGENT -**

ANNUAL REPORT FILING

NAME: SARASOTA 432, LLC

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina Dunlap ext 2951

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

**CERTIFICATE OF CONVERSION**  
**FROM**  
**SARASOTA 432, LLC**  
**(a Florida limited liability company)**  
**TO**  
**SARASOTA 432, LLC**  
**(a Delaware limited liability company)**

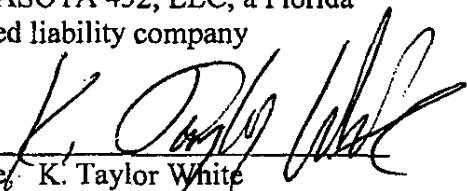
**FILED**  
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TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert Sarasota 432, LLC, a Florida limited liability company ("Sarasota 432-FL"), to an "Other Business Entity", Sarasota 432, LLC, a Delaware limited liability company ("Sarasota 432-DE") 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 Sarasota 432, LLC.
2. The name of the "Other Business Entity" is Sarasota 432, LLC, a Delaware limited liability company.
3. Sarasota 432-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 all of the members of Sarasota 432-FL in accordance with Chapter 608, Florida Statutes.
5. The conversion is effective upon the filing of this Certificate of Conversion with the Florida Department of State and the filing of a Certificate of Conversion with the Delaware Secretary of State.
6. The registered office address of Sarasota 432-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. Sarasota 432-DE appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of Sarasota 432-FL, including any appraisal rights of its members under Sections 608.4351 – 608.43595 of the Florida Limited Liability Company Act 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: 14160 Palmetto Frontage Road, Suite 10, Miami Lakes, Florida 33016.
8. Sarasota 432-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 authorized person has executed this  
Certificate of Conversion this 8th day of August 2007.

SARASOTA 432, LLC, a Florida  
limited liability company

By:   
Name: K. Taylor White  
Title: Authorized Person