

L 040000 92496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

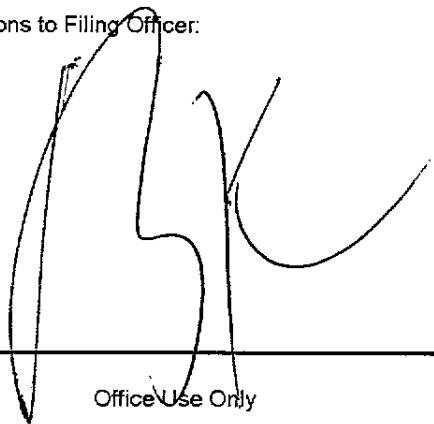
PICK-UP  WAIT  MAIL

(Business Entity Name)

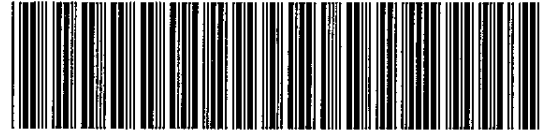
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12/22/04--01003--004 \*\*185.00

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04 DEC 21 PM 4:55  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** CINDY  
**DATE:** 12-21-04  
**REF. #:** 0409,33120  
**CORP. NAME:** FISHER ISLAND HOLDINGS, LLC

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SECURITIES STATE  
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:      CERTIFICATE OF CONVERSION

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DIVISION OF CORPORATION

**STATE FEES PREPAID WITH CHECK#** 510785 **FOR \$** 185.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

1. The name of the unincorporated business immediately prior to filing this document was:  
**Fisher Island Holdings, LLC**
  
2. The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:
  - (a) Date: **June 15, 1998**
  - (b) Jurisdiction: **Florida**
  - (c) The unincorporated business was converted to a Delaware limited liability company on December 21, 2004.
  
3. The name of the limited liability company as set forth in the attached articles of organization is:  
**Fisher Island Holdings, LLC**

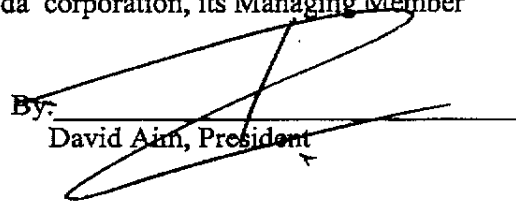
[SIGNATURE PAGE FOLLOWS]

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TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Conversion as of the date first-above written.

**FISHER ISLAND HOLDINGS, LLC**

By: Fisher Island Investments, Inc.,  
a Florida corporation, its Managing Member

By:   
David Ain, President

*(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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**ARTICLES OF ORGANIZATION  
OF  
FISHER ISLAND HOLDINGS, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the Limited Liability Company is: Fisher Island Holdings, LLC

**ARTICLE II: ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

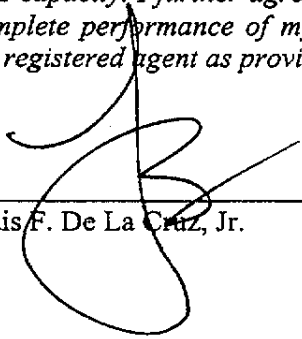
One Fisher Island Drive  
Fisher Island, Florida 33109

**ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE  
& REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent are:

LUIS F. DE LA CRUZ, JR.  
2 ALHAMBRA PLAZA PH2-C  
CORAL GABLES, FLORIDA 33134

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S.*

By:   
Luis F. De La Cruz, Jr.

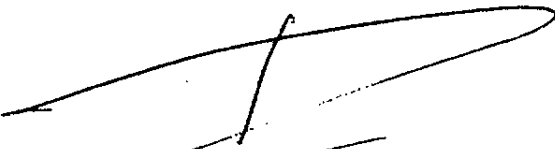
**ARTICLE IV: MANAGEMENT**

The Limited Liability Company is to be managed by its Members and is, therefore, a member-managed company.

**ARTICLE V: MANAGING MEMBER:**

The name and address of the Managing Member is as follows:

Fisher Island Investments, Inc.  
One Fisher Island Drive  
Fisher Island, Florida 33109

By:   
David Ajm, Authorized Signer

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