

L 05 0000 16396

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 APR 29 PM 4:52

B. KOHR

APR 29 2010

EXAMINER



CORPORATION SERVICE COMPANY™

1201 Hays Street
Tallahassee, FL 32301
(850) 558-1500
(850) 558-1515 (fax)

Account Number: 120000000195

Client Account Number: _____

Cost Limit: 25.00

Authorization: *[Signature]*

Contact: Kimberly Moret 521-0821 ext. 2949

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Corporation Name(s) & Document number(s)

1) Fountainebleau Resorts Managing Member, LLC

2) _____

3) _____

4) _____

☒ Stamped Copy ☐ Certified Copy ☐ Certificate of Status

Type of Filings:

<u>New Filings</u>	<u>Amendment</u>	<u>Qualification</u>
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Profit
<input type="checkbox"/> NFP	<input type="checkbox"/> COA	<input type="checkbox"/> NFP
<input type="checkbox"/> LLC	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> LLC
<input type="checkbox"/> LTD	<input type="checkbox"/> Merger	<input type="checkbox"/> LTD

Other:

☐ Annual Report ☐ Fictitious Name ☐ Reinstatement

☒ Conversion

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" is:

Fontainebleau Resorts Managing Member, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Miami Investment Associates Managing Member, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a _____ limited liability company
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of _____ Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

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. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: Upon Filing

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8. This conversion shall be effective in Florida on: upon filing.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

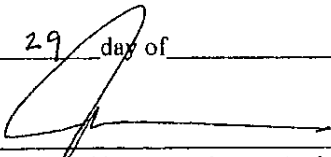
b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 19950 West County Club Drive
Tenth Floor, Aventura, FL 33180

Mailing Address: same as above

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 29 day of April, 2010

Signature: 
Must be signed by a Member or Authorized Representative.

Printed Name: JEFFREY SOFFER Title: Authorized Representative

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)