

L05000017853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

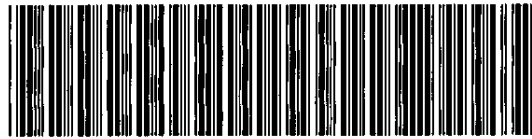
(Document Number)

Certified Copies _____ Certificates of Status _____

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05/02/07--01002--018 **25.00

05/02/07--01002--019 **125.00

Void

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
07 MAY - 1 PM 4: 15

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
07 MAY - 1 PM 2: 32

FILED

May 1, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 MAY - 1 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6913446 SO
Reference 1: None Given
Reference 2:

*Please file
these (2)
Simultaneously.
Thank You!*

State, Florida:
Following:

~~Fontainebleau Florida Tower 2, LLC (FL)
Conversion
Florida~~

Fontainebleau Florida Hotel, LLC (FL)
Conversion
Florida

~~Fontainebleau Florida Hotel, LLC (DE)
Registration
Florida~~

~~Fontainebleau Florida Tower 2, LLC (DE)
Registration
Florida~~

File 1st

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

FILED
07 MAY - 1 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Florida Hotel, LLC
(Enter Name of Florida Limited Liability Company)

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

Fontainebleau Florida Hotel, LLC
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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: April 30, 2007

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:

1209 Orange Street, Wilmington, DE 19801

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: c/o Whitney Thier, Esq, 2827 Paradise Road, Fourth Floor

Las Vegas, NV 89109

Mailing Address: c/o Whitney Thier, Esq., 2827 Paradise Road, Fourth Floor

Las Vegas, NV 89109

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 25 day of April, 2007

Signature: 

(Must be signed by a Member or Authorized Representative.)

Printed Name: Glenn Schaeffer Title: Authorized Representative

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