

L050000/8103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

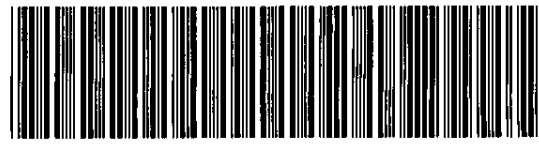
(Document Number)

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

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Office Use Only

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RECEIVED  
12 APR 11 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12 APR 11 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Wolters Kluwer**  
Corporate Legal Services

**CT Corporation**

515 East Park Avenue  
Tallahassee, FL

850 222 1092 tel  
850 222 7615 fax  
www.ctcorporation.com

April 11, 2012

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

Re: Order #: 8440879 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Fontainebleau Florida Tower 3, LLC (FL)  
Conversion  
Florida

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

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fontainebleau Florida Tower 3, LLC  
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Shaun Fleming  
Contact Person

Buchanan Ingersoll & Rooney PC  
Firm/Company

One Oxford Centre, 301 Grant Street  
Address

Pittsburgh, PA 15219-1410  
City, State and Zip Code

shaun.fleming@bipc.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shaun Fleming at ( 412 ) 562-1588  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee     \$30.00 Filing Fee and Certificate of Status     \$55.00 Filing Fee and Certified Copy     \$60.00 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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 Florida Tower 3, LLC

Enter Name of Florida Limited Liability Company

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

Fontainebleau Florida Tower 3, 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: April 11, 2012

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 APR 11 PM 12:12

FILED

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 Trust Center, 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.

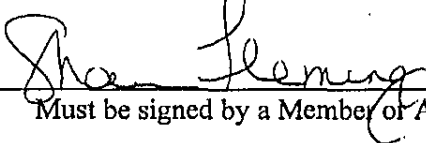
b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 4441 Collins Avenue  
Miami Beach, FL 33140

Mailing Address: 4441 Collins Avenue  
Miami Beach, FL 33140

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 11<sup>th</sup> day of April, 20 12

Signature: 

Must be signed by a Member or Authorized Representative.

Printed Name: Shaun Fleming Title: Authorized Representative

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