

LD5000112225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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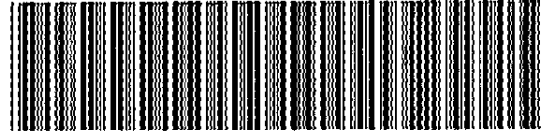
(Business Entity Name)

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06 JAN 20 PM 3:40
DIVISION OF REGISTRATION

2006 JAN 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CT CORPORATION

January 20, 2006

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

FILED
2006 JAN 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6551969 SO
Customer Reference 1: 05131185
Customer Reference 2: na

Dear Department of State, Florida:

Please obtain the following:

Esperante Holdings, 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,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7515

CERTIFICATE OF CONVERSION

OF

ESPERANTE HOLDINGS, LLC
(a Florida limited liability company)

TO

CLPF – ESPERANTE PARTNERS, L.P.
(a Delaware limited partnership)

FILED
2006 JAN 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.4403 of the Florida Statutes, as amended, Esperante Holdings, LLC, a Florida limited liability company (the "LLC"), hereby certifies the following with respect to the conversion (the "Conversion") of the LLC to CLPF – Esperante Partners, L.P., a Delaware limited partnership (the "LP"):

1. The LLC has been converted to the LP in compliance with Chapter 608 of the Florida Statutes, as amended, and the Conversion complies with the applicable laws governing the LP.

2. A Plan of Conversion was approved on behalf of the LLC in accordance with Chapter 608 of the Florida Statutes, as amended, and the sole member of the LLC has consented to become a limited partner of the LP pursuant to the terms and provisions of a written consent duly executed and delivered on behalf of the sole member of the LLC.

3. The effective date of the Conversion is to be the date of the filing of this Certificate of Conversion with the Office of the Florida Secretary of State which date shall not be different from the effective date of the Conversion under the laws governing the LP.

4. The address, including street and number, if any, of the principal office of the LP under the laws of the state in which it is organized is:

c/o The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801
New Castle County, Delaware

5. The LP hereby appoints the Secretary of State as its agent for service of process in a proceeding to enforce obligations of the LLC, including any appraisal rights of its members and the street and mailing address of an office which the Department of State may be use for purposes of Section 48.181 of the Florida Statutes, as amended, is as follows:

c/o ING Clarion Partners, LLC
230 Park Avenue
New York, New York 10169

6. The LP has agreed to pay to any members of the LLC having appraisal rights the amount to which such members are entitled under Section 608.4351 – 608.43595 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed the 20th day of January, 2006.

ESPERANTE HOLDINGS, LLC

By: CLPF – Esperante, L.P., its sole member

By: CLPF – Esperante GP, LLC, its general partner

By: Clarion Lion Properties Fund Holdings, L.P.,
its sole member

By: CLPF-Holdings, LLC, its general partner

By: Clarion Lion Properties Fund Holdings REIT, LLC,
its sole member

By: Clarion Lion Properties Fund, LLC,
its sole member

By: ING Clarion Partners, LLC, its manager

By: _____

Name: Patrick Goulding
Title: Senior Vice President