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TALLAHASSEE, FLORIDA

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B. KOHR

APR 13 2011

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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DIVISION OF CORPORATIONS
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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 04/12/2011

REF. #: 000150.146228

CORP. NAME: RIVERVIEW AT MIAMI, LLC (a Florida LLC) converting to RIVERVIEW AT MIAMI, LLC (a Delaware LLC)

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 539318 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



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CERTIFICATE OF CONVERSION
FOR
RIVERVIEW AT MIAMI, LLC (a Florida LLC)
INTO
RIVERVIEW AT MIAMI, LLC (a Delaware LLC)

The undersigned, the sole manager and a duly authorized signor of **RIVERVIEW AT MIAMI, LLC**, a Florida limited liability company (the "Converting Company"), and for the purpose of converting the Converting Company from a Florida limited liability company into a Delaware limited liability company pursuant to Section 608.4401 of the Florida Statutes, certifies that:

1. The name of the Converting Company at the time of its organization was "**RIVERVIEW AT MIAMI, LLC**," and its name immediately prior to the filing of this Certificate of Conversion was "**RIVERVIEW AT MIAMI, LLC**".

2. The Converting Company was organized under the laws of Florida on February 28, 2006.

3. The Converting Company intends to be authorized to transact business in Florida if required to do so, but in the event it is not for any reason, then it appoints the Florida Department of State as its agent for service of process in any proceeding to enforce obligations of the Converting Company, including any appraisal rights of its members under Sections 608.4351-608.43595 of the Florida Statutes, and the following address may be used as the street and mailing address by the Department of State for purposes of Section 48.181 of the Florida Statutes:

7959 West 28th Avenue
Hialeah, Florida 33016

4. The Converting Company has converted into a Delaware limited liability company in accordance with Chapter 608 of the Florida Statutes and the applicable provisions of the Delaware Limited Liability Company Act.

5. The Plan of Conversion was approved by the Converting Company in accordance with Chapter 608 of the Florida Statutes.

6. The principal office address of the Converting Company after the conversion shall be

7959 West 28th Avenue
Hialeah, Florida 33016

7. The Converting Company has agreed to pay to any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, if applicable.

8. The effective date of filing for this Certificate of Conversion shall be as of the date of filing.

The undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Company on April 12, 2011.

By: 

Name: Jorge Ariel Lopez

Title: Manager of Converting Company