

L06000074989

(Requestor's Name)

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(Address)

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☐ PICK-UP

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(Business Entity Name)

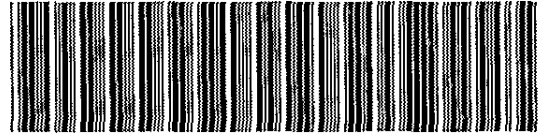
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06 JUL 28 AM 10:38  
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 272890 7155110

AUTHORIZATION :

COST LIMIT : \$ 150.00

FILED  
06 JUL 28 PM 3:35  
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TALLAHASSEE, FLORIDA

ORDER DATE : July 27, 2006

ORDER TIME : 9:29 AM

ORDER NO. : 272890-005

CUSTOMER NO: 7155110

DOMESTIC AMENDMENT FILING

NAME: ST. AUGUSTINE RESORT  
DEVELOPMENT GROUP, INC.

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
ST. AUGUSTINE RESORT DEVELOPMENT GROUP, INC.  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

ST. AUGUSTINE RESORT DEVELOPMENT GROUP, INC., a Florida corporation (the "Corporation"), does hereby certify to the following facts relating to the conversion of the Corporation into a Florida limited liability company (the "Conversion") under the name ST. AUGUSTINE RESORT DEVELOPMENT GROUP, LLC:

FIRST: The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is ST. AUGUSTINE RESORT DEVELOPMENT GROUP, INC.

PG 7000096210

SECOND: The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on November 12, 1997.

THIRD: The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is ST. AUGUSTINE RESORT DEVELOPMENT GROUP, LLC.

Signed this 26 day of July, 2006.

ST. AUGUSTINE RESORT DEVELOPMENT  
GROUP, INC.

By:   
Lynn A. Feldman, Vice President  
and Assistant Secretary

## ARTICLES OF ORGANIZATION

OF

ST. AUGUSTINE RESORT DEVELOPMENT GROUP, LLC  
(Pursuant to Chapter 608, Florida Statutes)

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ARTICLE I: The name of the limited liability company is ST. AUGUSTINE RESORT DEVELOPMENT GROUP, LLC. (the "Company").

ARTICLE II: The mailing address and street address of the principal office of the Company is 920 Third Avenue, New Smyrna Beach, Florida 32169.

ARTICLE III: The name and the Florida street address of the registered agent are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: James M. Cooper

FOURTH: The name and address of each Manager or Managing Member is as follows:

Title	Name and Address
Manager	James E. Buckman 9 W. 57 <sup>th</sup> St., 37 <sup>th</sup> Fl., New York, NY 10019
Manager	Stephen P. Holmes 1 Campus Drive, Parsippany, NJ 07054
Manager	David B. Wyshner 1 Campus Drive, Parsippany, NJ 07054
Member	Equivest Florida, Inc. 8427 So. Circle Office of the General Counsel Orlando, FL 32819

Signed this 26 day of July, 2006

Lynn A. Feldman  
Lynn A. Feldman, Authorized Representative