

LOGU00076281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

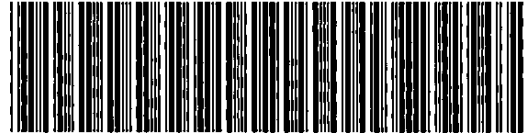
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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06 AUG -2 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET  
ACCT. #FCA-14

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 08/02/2006

REF. #: 000466.55504

CORP. NAME: GUMENICK INVESTMENTS NO. 2, INC.

- |  |   |  |
|--|---|--|
| <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 type="checkbox"/> CERTIFICATE OF CANCELLATION                 |   |  |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 518026 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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

Examiner's Initials

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

FILED  
06 AUG -2 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

GUMENICK INVESTMENTS NO. 2, INC.  
(Enter Name of Other Business Entity)

P44000032259

2. The "Other Business Entity" is a corporation. (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of the State of Florida.  
(Enter state, or if a non-U.S. entity, the name of the country)

✓

on April 27, 1994.

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

(not applicable)

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

GUMENICK INVESTMENTS NO. 2, LLC  
(Enter Name of Florida Limited Liability Company)

5. The principal office address of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

1920 Meridian Avenue, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

The mailing address of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

6600 West Broad Street, Suite 100  
Richmond, Virginia 23226

6. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)
7. The conversion of the "Other Business Entity" into a Florida Limited Liability Company is in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the Florida Limited Liability Company. The plan of conversion was approved by the converting "Other Business Entity" in accordance with Chapter 607, F.S. To the extent that the shareholder appraisal rights provisions of the Florida Business Corporation Act, §§607.1301 *et seq.*, Florida Statutes, may apply to the conversion, the shareholders of the "Other Business Entity" have acknowledged the rights granted to shareholders of a converting Florida corporation thereunder, and have irrevocably waived all such rights in their entirety, in the plan of conversion.

Signed this 2nd day of August 2006.

Signature of Authorized Person: Jerome Gumenick

Printed Name: Jerome Gumenick Title: President of Gumenick Investments No. 2, Inc. and Member of Gumenick Investments No. 2, LLC

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION  
OF  
GUMENICK INVESTMENTS NO. 2, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the Limited Liability Company is **GUMENICK INVESTMENTS NO. 2, LLC** (the "Company").

**ARTICLE II - Addresses**

The principal office address of the Company is:

1920 Meridian Avenue, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

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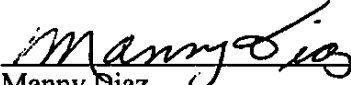
The mailing address of the Company is:

6600 West Broad Street, Suite 100  
Richmond, Virginia 23226

**ARTICLE III - Registered Agent and Office**

The Florida street address of the Company's initial registered office is 1920 Meridian Avenue, 2<sup>nd</sup> Floor, Miami Beach, Florida 33139, and the name of its initial registered agent at such office is Manny Diaz.


*Having been named as registered agent and to accept service of process for the above stated limited liability 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, F.S.*

  
Manny Diaz  
Date: 7-31, 2006

#### **ARTICLE IV - Management**

The Company is to be managed by one or more managers and is therefore a manager-managed company. The name and address of the sole Manager is Jerome Gumenick, whose address is 6600 West Broad Street, Suite 100, Richmond, Virginia 23226.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
Jerome Gumenick, Member  
Date: August 2, 2006