

L06000083188

(Requestor's Name)

(Address)

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(Business Entity Name)

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06 AUG 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
06 AUG 18 PM 1:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 08/18/06

REF. #: 000438.56308

CORP. NAME: COLONY EAST ASSOCIATES, LTD. Converting to
COLONY EAST ASSOCIATES, LLC

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

8/18

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TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <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: CERTIFICATION OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 518188 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 18, 2006

TRACY SPEAR
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: COLONY EAST ASSOCIATES, LLC
Ref. Number: W06000036659

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DATE AS FILE DATE.

8/18

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06 AUG 22 10:41
06 AUG 18 AM 10:20
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TALLAHASSEE, FLORIDA
DIVISION OF STATE

We have received your document for COLONY EAST ASSOCIATES, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

The Certificate of Conversion must contain the DATE on which the limited partnership was formed. It was registered with the Division of Corporations on December 31, 1975, but this may not be the date it was originally formed.

This limited partnership may have been originally filed on the county level and then re-registered on the state level.

If this was the case, then please state when the partnership was registered, and in which county, and then state that it was re-registered on the state level on December 31, 1975.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 006A00051206

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

8/18

FILED
06 AUG 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

OF

COLONY EAST ASSOCIATES, LTD.

TO

COLONY EAST ASSOCIATES, LLC

(Under Section 439 of the Florida Limited Liability Company Act)

CERTIFICATE OF CONVERSION

OF

COLONY EAST ASSOCIATES, LTD.,
a Florida limited partnership

TO

COLONY EAST ASSOCIATES, LLC,
a Florida limited liability company

(Under Section 439 of the Florida Limited Liability Company Act)

FIRST: The name of the limited liability company is: Colony East Associates, LLC.

SECOND: The limited partnership was, in accordance with the provisions of the Florida Limited Liability Company Act, duly converted to a limited liability company.

THIRD: The name of the limited partnership was Colony East Associates, Ltd. which was organized under the laws of the State of Florida on 12/31/1975.

FOURTH: The county within this state in which the office of the limited liability company is to be located is Orange County.

FIFTH: National Corporate Research, Ltd. is hereby designated as the agent of the Company upon whom process against the Company may be served. The name and the Florida street address of the Registered Agent is:

National Corporate Research, Ltd.
515 East Park Avenue
Tallahassee, Florida 32301

The addresses within or without the state to which such agent shall mail a copy of process against the Company served upon him or her is 5856 Dahlia Drive, Orlando, Florida, with a copy to c/o Werwaiss & Co. Inc., 230 Park Avenue, New York, New York 10169.

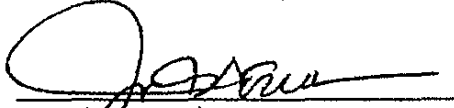
SIXTH: The conversion from a partnership to a limited liability company shall take effect on the date this Certificate of Conversion and Articles of Organization are filed with the Florida Secretary of State.


SEVENTH: The conversion was approved by the general partners and the limited partners as required by the Florida Revised Uniform Limited Partnership Act.

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TALLAHASSEE, FLORIDA
A 0478

EIGHTH: The limited liability company is to be managed by one or more Managing Members.

IN WITNESS WHEREOF, this certificate has been subscribed this 1st day of May, 2006, by the undersigned, being all of the general partners of Colony East Associates, Ltd.


John A. Werwaiss


Thomas M. Graham


Robert Andrews


Vincent Andrews

FILED
06 AUG 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
COLONY EAST ASSOCIATES, LLC

Under Section 407 of the Florida Limited Liability Company Act

THE UNDERSIGNED, being a natural person of at least eighteen (18) years of age and acting as the organizer of the limited liability company ("Company") hereby being formed under Section 407 of the Florida Limited Liability Company Act (the "Act"), hereby certifies that:

FIRST: The name of the Company is Colony East Associates, LLC.

SECOND: The principal office of the Company is to be located at:

5856 Dahlia Drive
Orlando, Florida, 32807

and the mailing address of the Company shall be:

c/o Werwaiss and Co., Inc.
230 Park Avenue
New York, NY 10169.

THIRD: National Corporate Research, Ltd. is hereby designated as the agent of the Company upon whom process against the Company may be served. The name and the Florida street address of the Registered Agent is:

National Corporate Research, Ltd.
515 East Park Avenue
Tallahassee, Florida 32301

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

Charles Vodraska

Registered Agent: *Charles Vodraska*

Name:

Title: *Manager of Property*

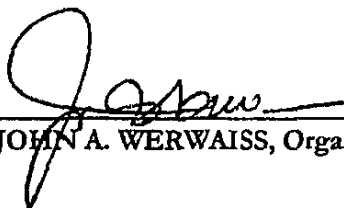
FOURTH: The Company shall be managed by Managing Member(s). The

names and addresses of such managing members are as follows: John A. Werwaiss, and Thomas M. Graham, Jr., each with an address in care of Werwaiss & Co., Inc., 230 Park Avenue, New York, New York 10169.

FIFTH: A manager shall not be personally liable to the Company or its members for damages for any breach of duty as a manager, except for any matter in respect of which such manager shall be liable by reason that, in addition to any and all other requirements for such liability, there shall have been a judgment or other final adjudication adverse to such manager that establishes that such manager's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that such manager personally gained in fact a financial profit or other advantage to which such manager was not legally entitled or that with respect to a distribution the subject of Section 428 of the Act, such manager's acts were not performed in accordance with Section 4225 of the Act. Neither the amendment nor the repeal of this Article shall eliminate or reduce the effect of this Article in respect to any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision. This Article shall neither eliminate nor limit the liability of a manager for any act or omission occurring prior to the adoption of this Article.

SIXTH: The Company shall indemnify, to the full extent permitted by the Act, as amended from time to time, all persons whom it is permitted to indemnify pursuant thereto.

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under penalties of perjury this 15th day of May 2006.



JOHN A. WERWAISS, Organizer