

L06000118042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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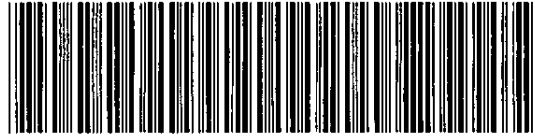
(Business Entity Name)

(Document Number)

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RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
2014 JUL -1 PM 4: 24  
SUFFICIENCY OF FILING

FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
14 JUL -1 AM 9: 36

JUL -2 2014

T. HAMPTON



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 200778 4311473

AUTHORIZATION :

COST LIMIT :

*[Handwritten Signature]*  
\$ 55.00

ORDER DATE : July 1, 2014

ORDER TIME : 1:31 PM

ORDER NO. : 200778-005

CUSTOMER NO: 4311473

DOMESTIC CONVERSION FILING

NAME: MET II HOTEL LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

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

ARTICLES OF CONVERSION  
FOR  
MET II HOTEL LLC

FILED  
14 JUL -1 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

These Articles of Conversion are submitted to convert Met II Hotel LLC into a Delaware limited liability company in accordance with §605.1045, Florida Statutes.

1. The name of the Florida limited liability company converting into a Delaware limited liability company is: Met II Hotel LLC, a Florida limited liability company.

2. The name of the Converted Entity is: Met II Hotel LLC, a Delaware limited liability company.

3. The Converted Entity is a limited liability company organized, formed or incorporated under the laws of Delaware on July 1, 2014, and the formation document is attached (if applicable).

4. The Plan of Conversion was approved by the converting Florida limited liability company in accordance with Chapter 605, Florida Statutes and §18-214, Delaware Statute.

5. This conversion shall be effective in Florida on the date of filing with the Florida Department of State.

6. If the Converted Entity is an out-of-state entity not registered to transact business in Florida, the Converted Entity hereby lists the following street and mailing address of an office the Florida Department of State may send any process served on the Florida Department of State pursuant to §605.0117 and Chapter 48, Florida Statutes.

Street Address and     9090 S. Dadeland Boulevard  
Mailing Address:     Suite 210  
                                  Miami, FL 33156

7. The Converted Entity has agreed to pay any member having appraisal rights the amount to which such member is entitled under §605.1006 and §§605.1061-605.1072, Florida Statutes.

[SIGNATURE PAGE FOLLOWS]

Signed this 1<sup>st</sup> day of July, 2014.

Met II Hotel LLC

By: Met II Hotel Mezz Borrower, L.L.C.,  
a Delaware limited liability company,  
its sole member

By: Met II Hotel Upper Tier, LLC,  
a Delaware limited liability company,  
its sole member

By: P&G Hotel, LLC,  
a Florida limited liability company,  
its Manager

By: 

Name: Luis Pulenta

Its: MGRM

**FILED**  
14 JUL -1 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA