

LO 7000035192

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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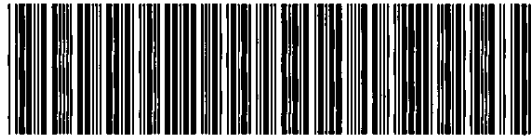
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07 JUN 12 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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07 JUN 12 PM 4:09

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 945602 109203A

AUTHORIZATION :

COST LIMIT : \$ 55.00

FILED  
07 JUN 12 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 12, 2007

ORDER TIME : 3:17 PM

ORDER NO. : 945602-005

CUSTOMER NO: 109203A

DOMESTIC AMENDMENT FILING

NAME: DADELAND NADLAN, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

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

**CERTIFICATE OF CONVERSION**  
*for*  
**DADELAND NADLAN, LLC, a Florida limited liability company**  
*into*  
**DADELAND NADLAN, LLC, a Delaware limited liability company**

**FILED**  
07 JUN 12 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert DADELAND NADLAN, LLC, a Florida limited liability company into DADELAND NADLAN, LLC, a Delaware limited liability company in accordance with s. 608.4403, Florida Statutes.

1. Prior to the conversion, the name of the entity being converted is:

**DADELAND NADLAN, LLC, a Florida limited liability company,**  
organized under the laws of the State of Florida on April 3, 2007 and  
assigned document number L07000035192 ("Dadeland Florida")

2. Subsequent to the conversion the name of the entity is:

**DADELAND NADLAN, LLC, a Delaware limited liability company,**  
organized under the laws of the State of Delaware ("Dadeland Delaware")

3. Dadeland Florida has converted into Dadeland Delaware in compliance with Chapter 608, F.S., and the conversion complies with Section 18 – the Limited Liability Act of the Delaware Code.

4. The plan of conversion was approved by Dadeland Florida in accordance with Chapter 608, F.S., and a copy of which is attached hereto as Exhibit "A".

5. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Section 608.4402(2), F.S.  
*Note: This provision is not applicable.*

6. This conversion was effective under the laws governing Dadeland Delaware on JUNE 12, 2007 which is the date the Certificate of Formation and Certificate of Conversion were filed with the Delaware Secretary of State.

7. This conversion shall be effective in Florida on: JUNE 12, 2007  
(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 of the conversion under the laws governing Dadeland Delaware)

8. The principal office address of Dadeland Delaware is as follows:

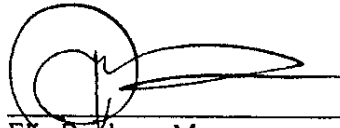
7284 W. Palmetto Park Road, Suite 106  
Boca Raton, Florida 33433

9. Dadeland Delaware is registered to transact business in Florida and has appointed Daniel A. Kaskel, Esq., 7284 W. Palmetto Park Road, Suite 108, Boca Raton, Florida 33433 as its registered agent for service of process in the State of Florida.

10. In the event, Dadeland Delaware shall cease to be registered to transact business in Florida, Dadeland Delaware hereby appoints the Florida Secretary of State as its agent for service of process in any proceedings against Dadeland Delaware, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S. The Florida Secretary of State for the purpose of Section 48.181, F.S., may use the following mailing address: 7284 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

11. There are no appraisal rights pursuant to Sections 608.4351-608.43595, F.S.

Dated this 2th day of June, 2007.

  
\_\_\_\_\_  
Elie Berdugo, Manager

***EXHIBIT "A" - PLAN OF CONVERSION***

**PLAN OF CONVERSION**  
*of*  
**DADELAND NADLAN, LLC, a Florida limited liability company**  
*into*  
**DADELAND NADLAN, LLC, a Delaware limited liability company**

This Plan of Conversion made this 8<sup>th</sup> day of June, 2007, was adopted and approved by the member and manager of Dadeland Nadlan, LLC, a Florida limited liability company (the "Company") in accordance with the articles of organization and operating agreement of the entity, and Florida Statutes, Chapter 608.

**FIRST:** The Company was organized as a limited liability company under the laws of the State of Florida on April 3, 2007 and assigned document number L07000035192.

**SECOND:** The undersigned has determined that it is in the best interest of the Company to reorganize under the laws of the State of Delaware and therefore, has determined to convert the Company into a Delaware limited liability company.

**THIRD:** The terms and conditions of the conversion are as follows:

(1) The Company shall be converted from a Florida limited liability company into a Delaware limited liability company. The name of the Company shall be **DADELAND NADLAN, LLC, a Delaware limited liability company**. Upon filing a Certificate of Conversion with the Delaware Secretary of State, the Company shall continue to exist and be governed by the Delaware Limited Liability Company Act and the conversion shall have the effects specified in the Delaware Limited Liability Company Act, including, but not limited to: (a) the Company shall continue to own and possess all of the real and personal property, assets, or every interest therein, and all of the rights, privileges, immunities, powers, franchises and authority held by the Company prior to the conversion; (b) all debts owed to the Company shall remain vested in the Company; (c) any claim existing or action or proceeding pending by or against the Company may be continued as if the conversion had not taken place; and (d) the rights of any creditors of the Company and any liens upon the property of the Company shall remain unimpaired.

(2) The Company will cause a Certificate of Conversion to be filed with the Secretary of State of Florida and Delaware.

(3) The conversion shall become effective on June 12, 2007 (the "Effective Date of the Conversion").

(4) Upon the Effective Date of the Conversion, the Certificate of Formation to be filed with the State of Delaware shall become and remain the Certificate of Formation of the Company until otherwise amended and/or restated.

(5) At the time of the conversion, there is no operating agreement of the Company.

(5) At the time of the conversion, there is no operating agreement of the Company.

(6) Prior to the conversion and in accordance with the Certificate of Formation to be filed with the Delaware Secretary of State, the Company is a manager-managed company and Elie Berdugo is appointed as the manager of the Company.

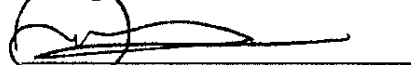
(7) Prior to the conversion, Dadeland Horizon, LP, a Florida limited partnership was the sole member of the Company, and by virtue of the conversion without any other required action, shall continue to be the sole member of the Company.

IN WITNESS WHEREOF, each of the entities being a party to the merger have caused this Plan of Conversion to be executed on the date first above written.


**Member:**

DADELAND NADLAN, LP, a  
Florida limited partnership

**Manager:**

  
Elie Berdugo

By: DADELAND GP, LLC, a Florida limited  
liability company,  
***Its General Partner***

By:   
Elie Berdugo, Manager