

L070000124775

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

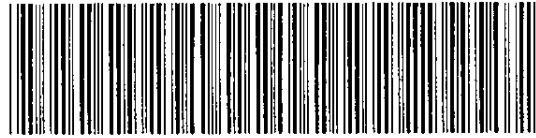
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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B. KOHR

OCT 15 2010

EXAMINER

10 OCT 13 PM 4:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

October 13, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 13 PM 4:55

Re: Order #: 7969472 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

DACRA DESIGNMIAMI, LTD (FL)
Conversion
Florida

39TH ST., LTD. (FL)
Conversion
Florida

MIAMI AVENUE LLC (FL) * File after Merger!
Conversion
Florida

MONTE CARLO ASSOCIATES, LTD. (FL)
Conversion
Florida

MOSAIC, LLC (FL)
Conversion
Florida

NEWTON DESIGN, LLC (FL)
Conversion
Florida

OAK PLAZA ASSOCIATES, LTD. (FL)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 OCT 13 PM 4:13
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**CERTIFICATE OF CONVERSION
FROM A FLORIDA LIMITED LIABILITY COMPANY
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 608.4403 OF THE FLORIDA LIMITED LIABILITY
COMPANY ACT AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 13 PM 4:55

1. The name of the limited liability company is Miami Avenue, LLC (the "Converting Entity").

2. The date on which the original Articles of Organization of the Converting Entity were filed with the Secretary of State of the State of Florida is December 17, 2007.

3. The Converting Entity is being converted into a Delaware limited liability company.

4. The name of the Delaware limited liability company into which the limited liability company is herein being converted is Miami Avenue (Del.) LLC (the "Converted Entity").

5. The principal place of business of the Converted Entity shall be 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

6. The conversion has been approved in accordance with the provisions of Section 608.4402 of the Florida Limited Liability Company Act and Section 18-214 of the Delaware Limited Liability Company Act.

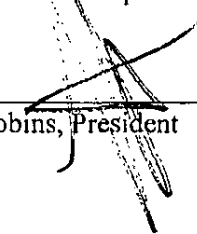
7. The Converted Entity agrees to appoint the Florida Secretary of State as its agent for service of process in any proceeding to enforce the obligations of the Converting Entity, including any appraisal rights of its members under Section 608.4351-608.43595 of the Florida Limited Liability Company Act.

8. The conversion of the Converting Entity into the Converted Entity shall be effective as of the filing of this Certificate of Conversion and the Certificate of Formation of the Converted Entity with the Secretary of State of the State of Delaware.

Dated: 10/13, 2010.

MIAMI AVENUE, LLC, a Florida limited liability company

By: MIAMI AVENUE ASSOCIATES, INC., a Florida corporation

By: 
Craig Robins, President

**CERTIFICATE OF FORMATION
OF
MIAMI AVENUE (DEL.) LLC**

This Certificate of Formation of Miami Avenue (Del.) LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

1. The name of the Company is Miami Avenue (Del.) LLC.
2. The address of the registered office of the Company in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation effective as of the 13 day of October, 2010.

/s/ Linda Ebin
Linda Ebin, Authorized Person