

LU7000128217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

DEC 31 2007

EXAMINER

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The MARCEL GRACE Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment / <u>CONVERSION</u>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
THE MARIEL GRACE LIMITED PARTNERSHIP
INTO
THE MARIEL GRACE, LLC

FILED
07 DEC 31 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96000002459

This Certificate of Conversion is submitted to convert the following Florida limited partnership into a limited liability company in accordance with Sections 620.8914 and 608-439, Florida Statutes.

1. The name of the Florida partnership converting into the limited liability company is:

THE MARIEL GRACE LIMITED PARTNERSHIP, which was formed on December 19, 1996 under document number A96000002459

2. The name of the Florida limited liability company is:

THE MARIEL GRACE, LLC

3. The new organization is a limited liability company organized, formed or incorporated under the laws of the State of Florida.

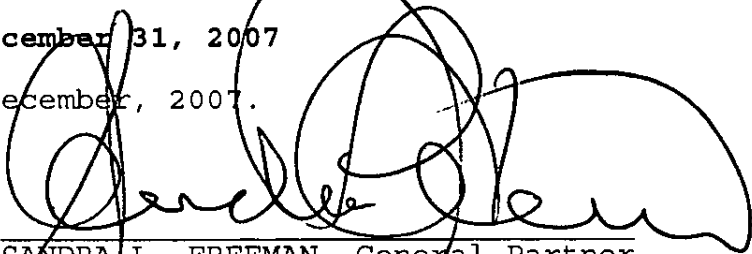
4. The above referenced Florida limited partnership has converted into a limited liability company in compliance with Chapters 620 and 608 of the Florida Statutes and the conversion complies with the applicable laws governing the limited liability company.

5. The plan of conversion was approved by the converting Florida limited partnership in accordance with Chapter 620, Florida

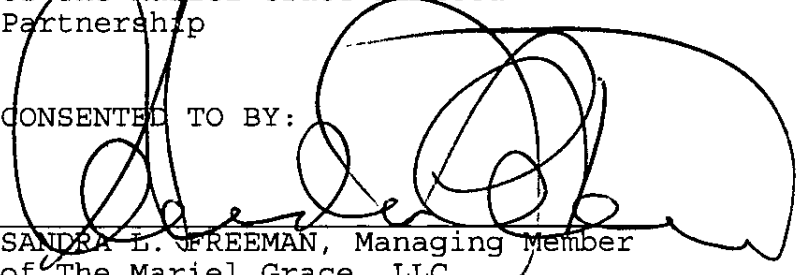
Statutes, and as required by Chapter 608, Florida Statutes, relative to the limited liability company.

6. This conversion shall be effective under Chapters 620 and 608, Florida Statutes, on: **December 31, 2007**

Signed this 27th day of December, 2007.


SANDRA L. FREEMAN, General Partner
of The Mariel Grace Limited
Partnership

CONSENTED TO BY:

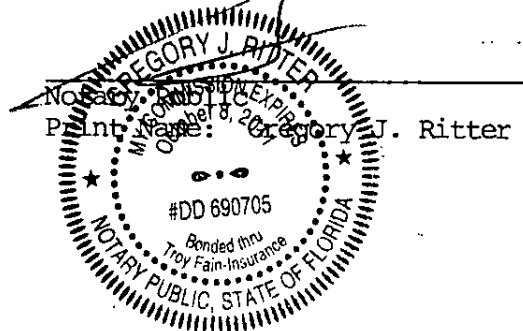

SANDRA L. FREEMAN, Managing Member
of The Mariel Grace, LLC

f:\users\cindy\corporate\mariel.con

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27th day of December, 2007 by SANDRA L. FREEMAN. She is personally known to me or has produced _____ as identification and (did not) take an oath.

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

THE MARIEL GRACE LLC, A LIMITED LIABILITY COMPANY

I, the undersigned, as organizer of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I

NAME

The name of this limited liability company is THE MARIEL GRACE LLC, referred to in these Articles of Organization as the "Company."

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 9119E Boca Gardens Circle South, Boca Raton, FL 33496. The Company's registered agent is Sandra L. Freeman, whose office is located at 9119E Boca Gardens Circle South, Boca Raton, FL 33496.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the Company is 9119E Boca Gardens Circle South, Boca Raton, FL 33496, and the mailing address shall be the same.

ARTICLE IV

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE V

MANAGEMENT

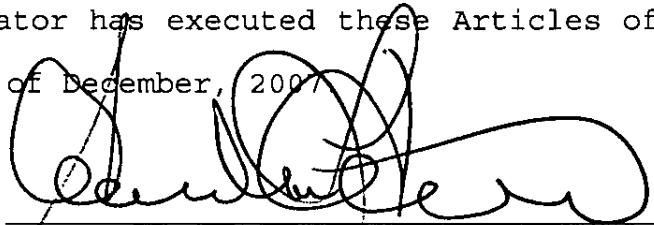
The management of the Company is reserved to the members of the Company in accordance with the Company's operating agreement.

ARTICLE VI

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

The undersigned Incorporator has executed these Articles of Organization on this 27th day of December, 2007



SANDRA L. FREEMAN
Initial Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

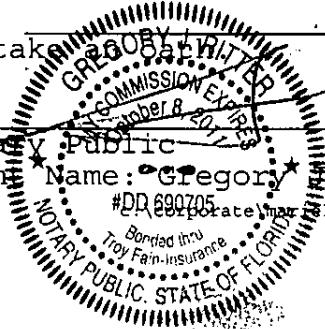
The foregoing instrument was acknowledged before me this 27th day of December, 2007 by SANDRA L. FREEMAN. She is personally known to me or has produced _____ as identification and did (did not) take _____

My Commission Expires:

Notary Public

Print Name: Gregory H. Ritter

#DR 690705 Corporate, Notary, Grace LLC



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 608.415, Florida Statutes, the
following is submitted:

THE MARIEL GRACE LLC, a limited liability company being
organized under the laws of the State of Florida, designates 9119E
Boca Gardens Circle South, Boca Raton, FL 33496 as its registered
office and has named SANDRA L. FREEMAN as its agent to accept
service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for THE MARIEL
GRACE LLC at the place designated in this Certificate, I hereby
agree to act in such capacity and acknowledge that I am familiar
with and agree to comply with the provisions of said Act with
respect to keeping such office open.

By: 

SANDRA L. FREEMAN
REGISTERED AGENT