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T. HAMPTON

APR 21 2008

EXAMINER

17641

**Aballi
Milne
Kalil &
Escagedo, P.A.**
Counsellors at Law

April 2, 2008

Via FedEx Priority Overnight

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: MCFIFTEENTH, LLC

Dear Sir or Madam:

Enclosed please find our firm's check No. 16097 in the amount of \$150.00, as well as the "Certificate of Conversion" and "Articles of Organization" in order to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Barbara Ruiz-Gonzalez, Esq.
Aballi Milne Kalil & Escagedo, P.A.
2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

If you have any questions or require additional information, please do not hesitate to call me at (305) 372-5929.

Very truly yours,


Barbara Ruiz-Gonzalez

BRG/jb

Enclosures

2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
Telephone (305) 373-6600
Fax (305) 373-7929
www.aballi.com

**Aballi
Milne
Kalil &
Escagedo, P.A.**
Counsellors at Law

April 18, 2008

Via FedEx Priority Overnight

Ms. Tammy Hampton
Regulatory Specialist
Registration/Qualification Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: MCFIFTEENTH, LLC

Dear Ms. Hampton:

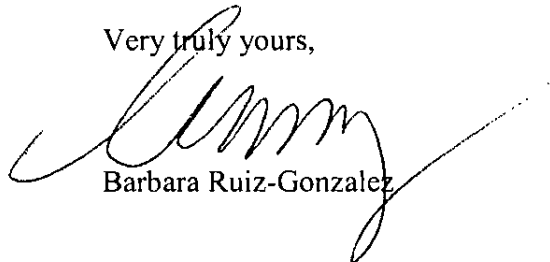
Enclosed please find the original and one copy of the revised "Certificate of Conversion" along with the "Articles of Organization" and "Certificate of Registered Agent" in order to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Barbara Ruiz-Gonzalez, Esq.
Aballi Milne Kalil & Escagedo, P.A.
2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

If you have any questions or require additional information, please do not hesitate to call me at (305) 372-5929.

Very truly yours,



Barbara Ruiz-Gonzalez

BRG/jb
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Miami, Florida 33131
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Fax (305) 373-7929
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 7, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARBARA RUIZ-GONZALEZ
ABALLI MILNE KALIL & ESCAGEDO, PA
2250 SUNTRUST INT'L CTR - 1 SE 3RD AVE
MIAMI, FL 33131

SUBJECT: MCFIFTEENTH, LLC
Ref. Number: W08000017641

We have received your document for MCFIFTEENTH, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

You have listed the Florida Status that this Certificate of Conversion ad 607. It should be filed under Florida Status 608.

Please follow the instructions that are enclosed.,

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 708A00020288

Certificate of Conversion

For
MCFIFTEENTH, INC.
Into
MCFIFTEENTH, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s. 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **MCFIFTEENTH, INC..**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on July 13, 2006.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **MCFIFTEENTH, LLC.**
4. This conversion shall be effective in Florida upon receipt by the Florida Department of State.

Signed this 18th day of April, 2008.

MCFIFTEENTH, LLC

Connemara, Ltd., Member

By: 
Ana Goni, as Trustee of the MCG Trust
u/d/d

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ARTICLES OF ORGANIZATION
OF
MCFIFTEENTH, LLC
a Florida Limited Liability Company

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company (the "company") shall be **MCFIFTEENTH, LLC**

ARTICLE II
PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE III
MANAGEMENT

The Company shall be a manager managed company.

Arturo J. Aballi, Esq.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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**ARTICLE IV
PLACE OF BUSINESS IN THE STATE**

The mailing address and street address of principal office of the company in the State of Florida shall be:

One S.E. Third Avenue
Suite 2250
Miami, Florida 33131

**ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The name and address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.
2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 21st day of March, 2008.

AMKE Registered Agents, L.L.C.

By: 

ARTURO J. ABALLI
Manager

Arturo J. Aballi, Esq.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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CERTIFICATE OF REGISTERED AGENT

OF

MCFIFTEENTH, LLC

a Florida Limited Liability Company

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **MCFIFTEENTH, LLC** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named **AMKE REGISTERED AGENTS, L.L.C.** of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 21st day of March, 2008.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi
Manager

Arturo J. Aballi, Esq.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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