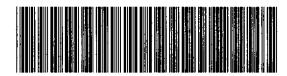
## L08000048663

(Red	questor's Name)	
(Address)		
(Address)		
(City/State/Zip/Phone #)		
PICK-UP	WAIT	MAIL
(Business Entity Name)		
(Document Number)		
Certified Copies	Certificates	s of Status
Special Instructions to Filing Officer:		
		:
		:

Office Use Only



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DIVISION OF CORPORATION

T. HAMPTON

SEP 2 2 2010

EXAMINER

## COVER LETTER

TO: Registration Section Division of Corporations		
SUBJECT: Shear Construction	& Management, LLC	
~	Limited Liability Company	
The enclosed Certificate of Conversion an Limited Liability Company" into an "Othe s.608.4403, F.S.		
Please return all correspondence concerning	ng this matter to:	
Thomas O. Wells,	Esq.	
Contact Person		
Thomas O. Wells,	P.A.	
Firm/Company		
540 Biltmore Way	<b>7</b> .	
Address		
Coral Gables, FL 3 City, State and Zip Code  Mechelle@twellsla		
E-mail address: (to be used for future annual	report notification)	
For further information concerning this ma	ntter, please call:	
Thomas O. Wells Name of Contact Person	at (305) 444-0016 Area Code and Daytime Telephone Number	
Enclosed is a check for the following amount	•	
\$25.00 Filing Fee and Certificate of Status	\$55.00 Filing Fee Sectified Copy and Certificate of Status	
STREET ADDRESS:	MAILING ADDRESS:	
Registration Section	Registration Section	
Division of Corporations	Division of Corporations	
Clifton Building 2661 Executive Center Circle	P. O. Box 6327	
Tallahassee, FL 32301	Tallahassee, FL 32314	

## **CERTIFICATE OF CONVERSION**

of

Shear Construction & Management, LLC, a Florida limited liability company, into

Shear Construction & Management, LLC, a Delaware limited liability company

This Certificate of Conversion and the attached Certificate of Formation are submitted to convert Shear Construction & Management, LLC, a limited liability company organized under the laws of the State of Florida, into Shear Construction & Management, LLC, a limited liability company organized under the laws of the State of Delaware, in accordance with Section 608.4401, Florida Statutes, and Del. Code Ann. Tit. 6, § 18-214.

- 1. Shear Construction & Management, LLC, a Florida limited liability company organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida, was formed on May 15, 2008, under Document Number L08000048663 (the "Converted Entity").
- 2. The name of the Converted Entity immediately prior to the filing of this Certificate of Conversion is Shear Construction & Management, LLC.
- 3. The name of the Delaware limited liability company into which the Converted Entity will be converted is Shear Construction & Management, LLC, a Delaware limited liability company (the "Resulting Entity"). The Certificate of Formation for the Resulting Entity filed with the Delaware Secretary of State is attached.
- 4. The conversion of the Converted Entity into the Resulting Entity is in compliance with the Florida Limited Liability Company Act, Chapter 608.
- 5. The conversion of the Converted Entity into the Resulting Entity was approved by all of the members and managers of the Converted Entity in accordance with Section 608.4402, Florida Statutes.
- 6. The address of the principal office of Resulting Entity is 6817 SW 81<sup>st</sup> Terrace, Miami, Florida 33143. The Federal employer identification number for the Resulting Entity will be 26-2648665 which is the same Federal employer identification number of the Converted Entity.
- 7. This Certificate of Conversion shall be effective upon the later of its filing with the Delaware Secretary of State and the Florida Secretary of State.
- 8. The Resulting Entity shall pay any member of the Converted Entity having appraisal rights in an amount as set forth in Sections 608.4351 through 608.43595 of the Horida Limited Liability Company Act.

RETARY OF STATE ON OF CORPORATIONS SEP 21 AH II: 10 IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the potation of September, 2010.

Gary Shear, as President and Manager of Shear Construction & Management, LLC, a Florida limited liability company, and as President and Manager of Shear Construction & Management, LLC, a Delaware limited liability company

SECRETARY OF STALE NO BIVISION OF CORPORATION