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(Requestor's Name)

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(City/State/Zip/Phone #)

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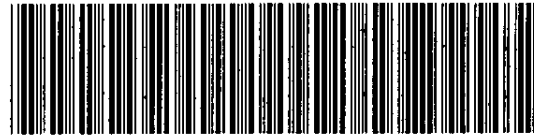
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Colligan OCT - 8 2008

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ATTORNEYS AT LAW

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JOHN.KANCILIA@GRAY-ROBINSON.COM

September 11, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Malabar Preferred Communities II, LLC

Dear Sir or Madam:

Enclosed for filing please find the following original documents:

1. Certificate of Conversion;
2. Articles of Organization for Malabar Preferred Communities II, LLC; and
3. Our check payable to your order in the amount of \$180.00 for the filing fee for the Certificate of Conversion (\$25.00) and the filing fee and certified copy fee for the Articles of Organization (\$155.00).

Please file the documents as soon as possible and return confirmation that both documents have been filed along with a certified copy of the Articles of Organization.

Thank you for your assistance in this regard and, if you have any questions, please do not hesitate to contact my paralegal, Yvonne Mendez.

Sincerely,



John R. Kancilia

JRK/ym

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 26, 2008

GRAY ROBINSON ATTORNEYS AT LAW
POST OFFICE BOX 1870
MELBOURNE, FL 32902-1870

SUBJECT: MALABAR PREFERRED COMMUNITIES II, LLC
Ref. Number: W08000042990

We have received your document for MALABAR PREFERRED COMMUNITIES II, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

I am enclosing the new form.

Please return 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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 208A00050363

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CERTIFICATE OF CONVERSION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Malabar Preferred Communities, Inc., a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

**ARTICLE I
NAME**

The name of the entity to be converted pursuant hereto is Malabar Preferred Communities, Inc.

**ARTICLE II
DATE AND JURISDICTION OF ORGANIZATION**

Malabar Preferred Communities, Inc. was first organized on January 14, 2003 under the laws of the State of Florida.

**ARTICLE III
FORM OF ENTITY**

Malabar Preferred Communities, Inc. is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing Malabar Preferred Communities, Inc. permit this conversion.

**ARTICLE IV
CONVERSION**

Malabar Preferred Communities, Inc. shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be Malabar Preferred Communities II, LLC.

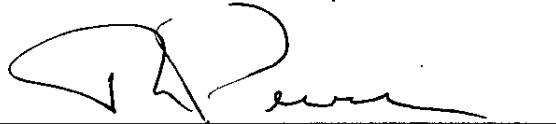
**ARTICLE V
ARTICLES OF ORGANIZATION**

The Articles of Organization of Malabar Preferred Communities II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

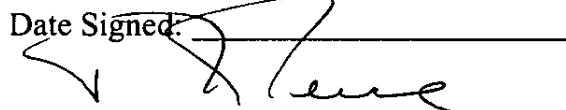
**ARTICLE VI
EFFECTIVE DATE**

This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 7th day of October, 2008.



Roy J. Pence, a member of Malabar Preferred Communities, II, LLC

Date Signed: 

Roy J. Pence, President on behalf of Malabar Preferred Communities, Inc.

Date Signed: October 7, 2008

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.



Roy J. Pence

Date Signed: October 7, 2008

ARTICLES OF ORGANIZATION
OF
MALABAR PREFERRED COMMUNITIES II, LLC

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

ARTICLE I - NAME

The name of this limited liability company (the "Company") is Malabar Preferred Communities II, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Company is 300 E. New Haven Avenue, Melbourne, Florida 32901.


ARTICLE III - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent for service of process in the state for this Company is Roy J. Pence, 300 E. New Haven Avenue, Melbourne, Florida 32901.

ARTICLE IV - MANAGER

The initial manager of the Company is Roy J. Pence.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization this 4th day of ~~August~~ September, 2008.


ROY J. PENCE, a member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that MALABAR PREFERRED COMMUNITIES II, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named ROY J. PENCE, 300 E. New Haven Avenue, Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.


ROY J. PENCE

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