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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

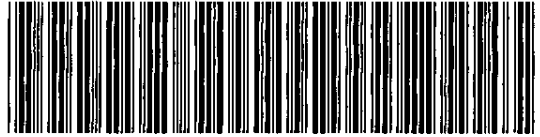
(Document Number)

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2008 OCT 27 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Dolphin Properties of South Florida, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted 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:

Thomas O. Wells, Esq.
(Contact Person)
Thomas O. Wells, P.A.
(Firm/Company)
540 Biltmore Way
(Address)
Coral Gables, FL 33134
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Thomas O. Wells at (305) 444-0016
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


CERTIFICATE OF CONVERSION
OF
DOLPHIN PROPERTIES, INC.
INTO
DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC

FILED
2008 OCT 27 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert DOLPHIN PROPERTIES, INC., a corporation organized under the laws of the State of Florida, into DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. DOLPHIN PROPERTIES, INC., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on March 2, 1976, under Document Number 497846.
2. The name of the Florida limited liability company into which DOLPHIN PROPERTIES, INC. will be converted is DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC. The Articles of Organization of DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC are attached to this Certificate of Conversion.
3. The conversion of DOLPHIN PROPERTIES, INC., a Florida corporation, into DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of DOLPHIN PROPERTIES, INC., a Florida corporation, into DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC and the Articles of Organization of DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC were approved by all of the shareholders and directors of DOLPHIN PROPERTIES, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC is 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Dolphin Properties of South Florida, LLC will be 59-1651176 which is the same Federal employer identification number of Dolphin Properties, Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC shall pay any shareholder of DOLPHIN PROPERTIES, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 22 day of OCTOBER, 2008.



Fred J. Buchsbaum, as President of Dolphin
Properties, Inc., and as a Manager of Dolphin
Properties of South Florida, LLC

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is DOLPHIN PROPERTIES OF SOUTH FLORIDA, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Fred J. Buchsbaum at 15715 South Dixie Highway, Suite 325, Palmetto Bay, Florida 33157.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 22 day of OCTOBER, 2008.


Fred J. Buchsbaum, Member

of South Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for DOLPHIN PROPERTIES, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.


Fred J. Buchsbaum

Dated: 10/22/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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