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(Business Entity Name)

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B. KOHR
DEC 24 2008
EXAMINER

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08 DEC 24 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 12/24/2008

REF. #: 000162.97245

CORP. NAME: ROOT RIVERFRONT PARTNERS, L.P., LTD. (a Delaware LP qualified to do business in Florida) converting to ROOT RIVERFRONT PARTNERS, LLC (a domestic Florida LLC)

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 578730 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION

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.

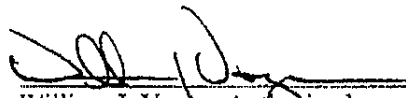
The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **Root Riverfront Partners, L.P., Ltd.** (FL Charter #B92000000079)

The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of Delaware on December 9, 1992.

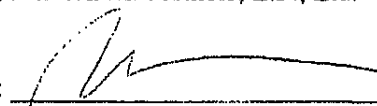
The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Root Riverfront Partners, LLC**

The effective date is the date of filing.

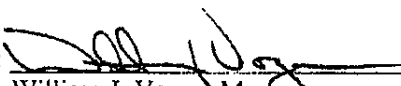
Executed: December 24, 2008


William J. Voges, Authorized
Representative of Member of Root
Riverfront Partners, LLC

Root Real Estate Corp., General Partner of
Root Riverfront Partners, L.P., Ltd.

By: 
Philip Maroney, Vice President

RDT, L.L.C., General Partner of Root
Riverfront Partners, L.P., Ltd.

By: 
William J. Voges, Manager

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TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ROOT RIVERFRONT PARTNERS, LLC

The undersigned executes these Articles of Organization of ROOT RIVERFRONT PARTNERS, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: ROOT RIVERFRONT PARTNERS, LLC


ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 275 Clyde Morris Boulevard, Ormond Beach, Florida 32174.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is William J. Voges, and the name of the limited liability company's initial registered agent at that address is 275 Clyde Morris Boulevard, Ormond Beach, Florida 32174.


Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


William J. Voges

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is a manager-managed limited liability company.

EXECUTED: December 24, 2008


William J. Voges, Authorized
Representative of Member