

L09000033573

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

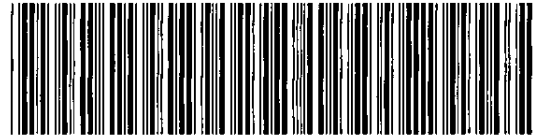
(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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09 APR - 6 PM 3: 25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

APR - 7 2009

EXAMINER

SQUIRE, SANDERS & DEMPSEY Requester's Name	
215 S. MONROE ST. SUITE 601 Address	
FALLAHASSEE 32301 City/State/Zip	222.2300 Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI-DADE LEASING III-D LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time WHEN READY | <input checked="" type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input checked="" type="checkbox"/> Certificate of Status |
| | <input type="checkbox"/> Photocopy | |

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

IF YOU HAVE ANY QUESTIONS
 PLEASE CONTACT ELIZABETH GLEATON
 AT 222.2300. THANK YOU.

Examiner's Initials

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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:
Miami-Dade Leasing Trust-III-D 098000000057
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Business Trust.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 12/07/98 (U/A/D 11/24/98)
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:
N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
MIAMI-DADE LEASING III-D LLC +
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 2nd day of April 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Frank P. Hinton Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: THE BANK OF NEW YORK MELLON Title: Sublessee Trustee

Signature: [Signature]
Printed Name: Jennifer Glazer Moon Title: Sublessee Trustee

Signature: [Signature]
Printed Name: Carter Hammer Title: Sublessee Trustee

Signature: [Signature]
Printed Name: MIAMI-DADE COUNTY Title: Certificate Holder

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of **ALL** General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
APR - 6 PM 3:25
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

MIAMI-DADE LEASING III-D LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

111 N.W. First Street Suite 2550
Miami, Florida 33128

Same as Principal Address

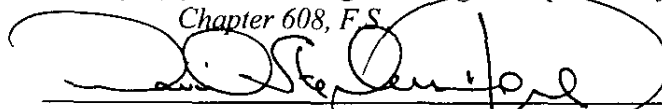
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

David Stephen Hope, Esq.
Name
111 NW First Street 28th Floor
Florida street address (P.O. Box **NOT** acceptable)
Miami FL 33128
City, State, and Zip

Having been named as registered agent and 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 as provided for in

Chapter 608, F.S.

Registered Agent's Signature (REQUIRED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Frank P. Hinton +

111 NW First Street, Suite 2550 +

Miami, Florida 33128 +

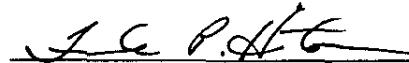
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____.

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Frank P. Hinton, Bond Analyst, Miami-Dade County

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)