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(Requestor's Name)

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(City/State/Zip/Phone #)

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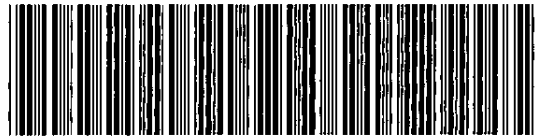
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
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JUL -1 2009  
**EXAMINER**

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TALLAHASSEE, FLORIDA

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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

June 29, 2009

**By Federal Express # 8545 9287 4228**

Florida Department of State  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: Cleveland-Pober, LLC  
Our File No. 5337

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original of the fully executed and notarized Articles of Organization, original Certificate of Conversion for General Partnership into Florida Limited Liability Company together with our firm check in the amount of \$270.00.

Please cause the original copy of the Articles of Organization and Certificate of Conversion to be filed among the corporate records of the State of Florida with an effective date of July 1, 2009. Please return four (4) certified copies to the undersigned (two certified copies of each document).

The check enclosed herein is in payment of the following fees or charges:

Filing Fee - Articles of Organization	\$125.00
Filing Fee - Certificate of Conversion	25.00
Certified Copy Fee (\$30) for Four copies	<u>120.00</u>
TOTAL	\$270.00

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:num

Enclosures

cc: Mr. James P. Pober

Mr. Richard Pober

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**CERTIFICATE OF CONVERSION  
FOR GENERAL PARTNERSHIP INTO FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to convert a General Partnership into a Limited Liability Company under and pursuant to §608.439, Florida Statutes, do hereby certify as follows:

FIRST: The name of the General Partnership immediately prior to the filing of this Certificate of Conversion is CLEVELAND ASSOCIATES, which is a General Partnership first organized, formed or incorporated under the laws of the State of Massachusetts on October 18, 1963, and is also registered to conduct business in the State of Florida.

SECOND: The name of the Florida Limited Liability Company, as set forth in the attached Articles of Organization, shall be CLEVELAND-POBER, LLC.

THIRD: The effective date of this conversion shall be July 1, 2009.

WITNESS our hands and seals this 29<sup>th</sup> day of June, 2009.

Signature of Member or Authorized Representative of CLEVELAND-POBER, LLC:

\_\_\_\_\_  
James P. Pober, Manager

James P. Pober  
Signature

\_\_\_\_\_  
Richard Pober, Manager

Richard Pober  
Signature

Signature(s) on Behalf of CLEVELAND ASSOCIATES:

\_\_\_\_\_  
James P. Pober, Partner

James P. Pober  
Signature

\_\_\_\_\_  
Richard Pober, Partner

Richard Pober  
Signature

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TALLAHASSEE, FLORIDA

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NAME  
CHARLES P. SACHER

ADDRESS  
2655 LeJeune Rd., Suite 1101  
Coral Gables, FL 33134

EIGHTH: The business of this limited liability company shall be conducted by two (2) Managers who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Managers, who shall hold office for so long as they are capable of serving or until removed as Managers pursuant to the provisions of the Operating Agreement are as follows:

NAME  
JAMES B. POBER

ADDRESS  
7990 SW 146<sup>th</sup> Street  
Palmetto Bay, FL 33158

RICHARD POBER

15440 SW 84<sup>th</sup> Court  
Palmetto Bay, FL 33157

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TALLAHASSEE, FLORIDA

In accordance with the provisions of §608.409, Florida Statutes, the effective date of existence is specified to be July 1, 2009, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 29<sup>th</sup> day of June, 2009.

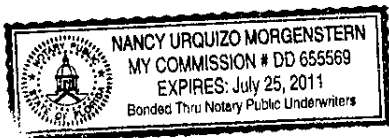
Charles P. Sacher (SEAL)

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 29 day of June, 2009.

Nancy Urquiza Morgenstern  
Notary Public, State of Florida at Large



**ARTICLES OF ORGANIZATION OF  
CLEVELAND-POBER, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

- FIRST:** The name of said limited liability company shall be CLEVELAND-POBER, LLC.
- SECOND:** CLEVELAND-POBER, LLC shall exist in perpetuity.
- THIRD:** Copies of the Operating Agreement of CLEVELAND-POBER, LLC may be obtained from the Manager at 7990 SW 146<sup>th</sup> Street, Palmetto Bay, FL 33158, which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of CLEVELAND-POBER, LLC shall be 7990 SW 146<sup>th</sup> Street, Palmetto Bay, FL 33158.
- FOURTH:** The purposes for which CLEVELAND-POBER, LLC is formed are:
- A. To trade, buy, lease, improve, develop and sell real estate, personal property, to invest in stocks, bonds and any and all other securities, and to participate in buying, selling and trading of the same; to invest in various business ventures and the purchasing and holding of the equity interests therein; and to loan, borrow or raise monies for any of the purposes of the limited liability company.
  - B. To engage in such other lawful acts or activities for which limited liability companies may be formed under §608.403, Florida Statutes.
- FIFTH:** The maximum number of ownership units which CLEVELAND-POBER, LLC is authorized to have outstanding is ten thousand (10,000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.
- SIXTH:** CLEVELAND-POBER, LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named CHARLES P. SACHER as its initial Registered Agent who is located at such address.
- SEVENTH:** The name and street address of the subscriber to these Articles of Organization of CLEVELAND-POBER, LLC is as follows:

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TALLAHASSEE, FLORIDA

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My commission expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for CLEVELAND-POBER, LLC, at the place designated in Section SIXTH of the Articles of Organization to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
Charles P. Sacher, Registered Agent

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TALLAHASSEE, FLORIDA