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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. O. SEP - 9 2009

LAW OFFICES OF
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Master of Laws in Taxation
Board Certified Taxation

September 3, 2009

CERTIFIED MAIL 71054522644000000202
RETURN RECEIPT REQUESTED

PERSONAL & CONFIDENTIAL

Florida Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

RE: Corporate Conversions
Our Reference No.: 1714 (C.1)

To Whom It May Concern:

We have enclosed the following documents for filing:

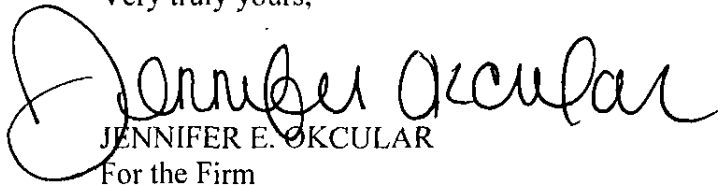
1. Certificate of Conversion of Kenco Communities at Mirasol, Inc. into Kenco Communities at Mirasol, LLC (\$35 filing fee);
2. Articles of Organization of Kenco Communities at Mirasol, LLC (\$125 filing fee);
3. Certificate of Conversion of Kenco Communities at the Ranch, Inc. Into Kenco Communities at the Ranch, LLC (\$35 filing fee);
4. Articles of Organization of Kenco Communities at the Ranch, LLC (\$125 filing fee);
5. Certificate of Conversion of Kenco Communities at the Metropolitan, Inc. Into Kenco Communities at the Metropolitan, LLC (\$35 filing fee);

6. Articles of Organization of Kenco Communities at the Metropolitan, LLC (\$125 filing fee);
7. Certificate of Conversion of Kenco/The Oaks at Boca Raton, Inc. Into Kenco/The Oaks at Boca Raton, LLC (\$35 filing fee); and
8. Articles of Organization of Kenco/The Oaks at Boca Raton, LLC (\$125 filing fee).

We have also enclosed our firm's check made payable to the Florida Department of State in the amount \$640.00 to cover the respective filing fees.

Should you have any questions, please feel free to contact me.

Very truly yours,



JENNIFER E. OKCULAR
For the Firm

JEO/lc

Enclosures (as stated)

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CERTIFICATE OF CONVERSION OF
KENCO/THE OAKS AT BOCA RATON, INC. INTO
KENCO/THE OAKS AT BOCA RATON, LLC


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert KENCO/THE OAKS AT BOCA RATON, INC., a corporation organized under the laws of the State of Florida, into KENCO/THE OAKS AT BOCA RATON, 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. KENCO/THE OAKS AT BOCA RATON, 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 February 06, 2001, under Document Number P01000013848.
2. The name of the Florida limited liability company into which KENCO/THE OAKS AT BOCA RATON, INC. will be converted is KENCO/THE OAKS AT BOCA RATON, LLC. The Articles of Organization of KENCO/THE OAKS AT BOCA RATON, LLC are attached to this Certificate of Conversion.
3. The conversion of KENCO/THE OAKS AT BOCA RATON, INC., a Florida corporation, into KENCO/THE OAKS AT BOCA RATON, 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 KENCO/THE OAKS AT BOCA RATON, INC., a Florida corporation, into KENCO/THE OAKS AT BOCA RATON, LLC and the Articles of Organization of KENCO/THE OAKS AT BOCA RATON, LLC were approved by all of the shareholders and directors of KENCO/THE OAKS AT BOCA RATON, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of KENCO/THE OAKS AT BOCA RATON, LLC is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487. 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 KENCO/THE OAKS AT BOCA RATON, LLC will be 65-1096700 which is the same Federal employer identification number of KENCO/THE OAKS AT BOCA RATON, INC.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. KENCO/THE OAKS AT BOCA RATON, INC. shall pay any shareholder of KENCO/THE OAKS AT BOCA RATON, 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 14 day of AUGUST, 2009.



RICHARD FINKELSTEIN, as President of
KENCO/THE OAKS AT BOCA RATON, INC.,
and as a Manager of KENCO/THE OAKS AT
BOCA RATON, LLC

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CONVERSION.DOC

ARTICLES OF ORGANIZATION
OF
KENCO/THE OAKS AT BOCA RATON, 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 KENCO/THE OAKS AT BOCA RATON, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.

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 Kenneth M. Endelson, 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.

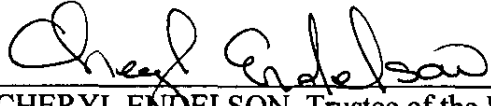
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 14 day of AUGUST, 2009.



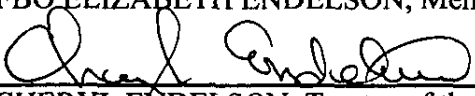
RICHARD FINKELSTEIN, Member



KENNETH M. ENDELSON, Member

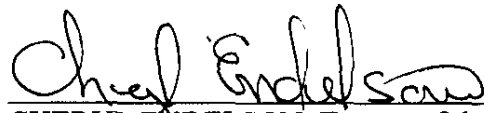


CHERYL ENDELSON, Trustee of the KENNETH
M. ENDELSON TRUST dated November 4, 1983
FBO ELIZABETH ENDELSON, Member



CHERYL ENDELSON, Trustee of the KENNETH
M. ENDELSON TRUST dated November 4, 1983
FBO ALEXANDRA ENDELSON, Member

[SIGNATURES CONTINUED ON NEXT PAGE]



CHERYL ENDELSON, Trustee of the KENNETH
M. ENDELSON TRUST dated June 16, 1987
FBO ZACHARY ENDELSON, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for KENCO/THE OAKS AT BOCA RATON, 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.


KENNETH M. ENDELSON

Dated: 8.14.09

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TALLAHASSEE FLORIDA