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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. C. Office SEP - 9 2009

CERTIFICATE OF CONVERSION OF
KENCO COMMUNITIES AT THE METROPOLITAN, INC. INTO
KENCO COMMUNITIES AT THE METROPOLITAN, LLC

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert KENCO COMMUNITIES AT THE METROPOLITAN, INC., a corporation organized under the laws of the State of Florida, into KENCO COMMUNITIES AT THE METROPOLITAN, 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 COMMUNITIES AT THE METROPOLITAN, 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 October 21, 2003 under Document Number P03000117530.
2. The name of the Florida limited liability company into which KENCO COMMUNITIES AT THE METROPOLITAN, INC. will be converted is KENCO COMMUNITIES AT THE METROPOLITAN, LLC. The Articles of Organization of KENCO COMMUNITIES AT THE METROPOLITAN, LLC are attached to this Certificate of Conversion.
3. The conversion of KENCO COMMUNITIES AT THE METROPOLITAN, INC., a Florida corporation, into KENCO COMMUNITIES AT THE METROPOLITAN, 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 COMMUNITIES AT THE METROPOLITAN, INC., a Florida corporation, into KENCO COMMUNITIES AT THE METROPOLITAN, LLC and the Articles of Organization of KENCO COMMUNITIES AT THE METROPOLITAN, LLC were approved by all of the shareholders and directors of KENCO COMMUNITIES AT THE METROPOLITAN, 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 COMMUNITIES AT THE METROPOLITAN, LLC is 1000 Clint Moore Road, Ste. 110, Boca Raton, FL, 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 COMMUNITIES AT THE METROPOLITAN, LLC will be 20-0616139 which is the same Federal employer identification number of KENCO COMMUNITIES AT THE METROPOLITAN, INC.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.

7. KENCO COMMUNITIES AT THE METROPOLITAN, INC. shall pay any shareholder of KENCO COMMUNITIES AT THE METROPOLITAN, 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 COMMUNITIES AT THE
METROPOLITAN, INC., and as a Manager of
KENCO COMMUNITIES AT THE
METROPOLITAN, LLC

ARTICLES OF ORGANIZATION
OF
KENCO COMMUNITIES AT THE METROPOLITAN, 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 COMMUNITIES AT THE METROPOLITAN, LLC (hereinafter, the "Company").

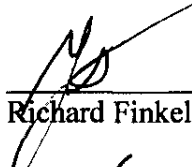
ARTICLE II
MAILING AND PRINCIPAL ADDRESS

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

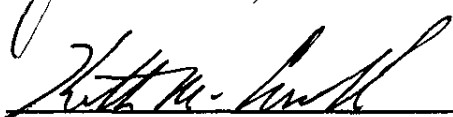
ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Richard Finkelstein, 1000 Clint Moore Rd. Ste. 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 Endelson, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for KENCO COMMUNITIES AT THE METROPOLITAN, 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.



RICHARD FINKELSTEIN

Dated: August 14, 2009

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09 SEP -8 PM 3:17
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TALLAHASSEE FLORIDA