

L 09000091036

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

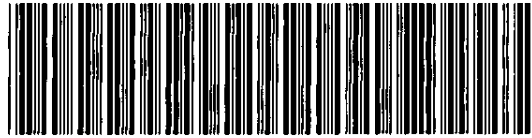
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JUN 24 2011

EXAMINER



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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 06/23/2011

REF. #: 000409.150245

CORP. NAME: PENINSULA PROPERTY HOLDINGS VII, LLC

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- | | | |
|---|---|--|
| <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 type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 540323 FOR \$ 55.00

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2011

KATIE WONSCH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: PENINSULA PROPERTY HOLDINGS VII, LLC
Ref. Number: L09000091036

** file date
of 6/23 **

FILED
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SECRETARY OF CORPORATIONS
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We have received your document for PENINSULA PROPERTY HOLDINGS VII, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because this conversion is not accompanied by a qualification for the Delaware LLC or by a statement that the resulting Delaware LLC intends to qualify in Florida, the Conversion Certificate must include a statement that the company appoints the Florida Secretary of State as its agent for service of process.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 711A00015297

RECEIVED
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**CERTIFICATE OF CONVERSION
FOR
PENINSULA PROPERTY HOLDINGS VII, LLC
a Florida Limited Liability Company
INTO
PENINSULA PROPERTY HOLDINGS VII, LLC,
a Delaware Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 23 PM 4:45

This Certificate of Conversion is submitted to convert **PENINSULA PROPERTY HOLDINGS VII, LLC**, a Florida limited liability company, into **PENINSULA PROPERTY HOLDINGS VII, LLC**, a Delaware limited liability company, (the "Other Business Entity") in accordance with Section 608.4403 of the Florida Limited Liability Company Act.

1. The name of the Florida limited liability company converting into the Other Business Entity is **PENINSULA PROPERTY HOLDINGS VII, LLC** ("PPH VII").

2. The name of the Other Business Entity is **PENINSULA PROPERTY HOLDINGS VII, LLC** (the "Company").

3. The Company is a limited liability company organized under the law of the State of Delaware.

4. PPH VII has converted into the Company in compliance with Chapter 608, Florida Statutes, and the conversion complies with the applicable law governing the Company.

5. The plan of conversion was approved by PPH VII in accordance with Chapter 608, Florida Statutes.

6. The conversion was effective under the laws of Delaware on June 23, 2011.

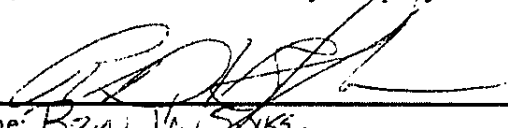
7. The conversion shall become effective in Florida on June 23, 2011.

8. The principal office address of the Company is 5301 Blue Lagoon Drive, Suite 200, Miami, Florida 33126.

9. The Company has agreed to pay any member having appraisal rights the amount to which such member is entitled pursuant to Sections 608.4351 – 608.43595, Florida Statutes.

Signed this 22nd day of June, 2011.

**PENINSULA PROPERTY HOLDINGS VII,
LLC, a Florida limited liability company**

By: 
Name: Brian V. Syke
Title: Manager