

LO9000107297

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

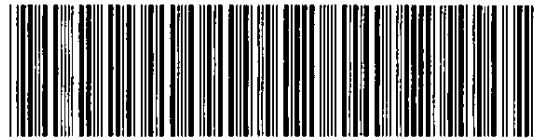
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600162614346

11/12/09--01004--001 **25.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV 10 AM 8:52

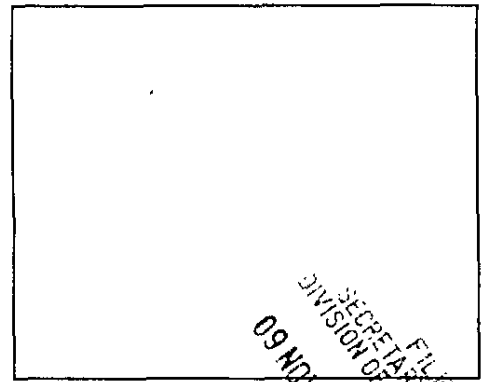
RECEIVED
09 NOV 10 PM 4:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

NOV 12 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV 10 AM 8:52

WALK-IN

ENTITY NAME:

1116 OCEAN DRIVE, LLC

CK# 4213

AMOUNT \$25.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 NOV 10 AM 8:52

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

1116 Ocean Drive, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

1116 Ocean Drive, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

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

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: November 10, 2009

8. This conversion shall be effective in Florida on: November 10, 2009.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

5061 Biscayne Blvd., Miami, FL 33137

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

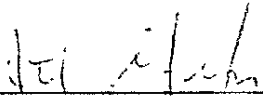
b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 5061 Biscayne Blvd., Miami, FL 33137

Mailing Address: 5061 Biscayne Blvd., Miami, FL 33137

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 10th day of November, 2009

Signature: 

Must be signed by a Member or Authorized Representative.

Printed Name: Scott L. Goldberger Title: Authorized Representative

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)

**CERTIFICATE OF CONVERSION
FROM A FOREIGN LIMITED LIABILITY COMPANY TO A LIMITED
LIABILITY COMPANY PURSUANT TO SECTION 18-214
OF THE LIMITED LIABILITY COMPANY LAW**

To the Secretary of State
State of Delaware

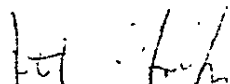
First: The jurisdiction where the Limited Liability Company was first formed is Florida.

Second: The jurisdiction immediately prior to filing this Certificate of Conversion is Florida.

Third: The date the Limited Liability Company was first formed was November 6, 2009.

Fourth: The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is 1116 OCEAN DRIVE, LLC.

Fifth: The name of the Limited Liability Company as set forth in this Certificate of Formation is 1116 OCEAN DRIVE, LLC.



Scott L. Goldberger, Authorized Representative

CERTIFICATE OF FORMATION

OF

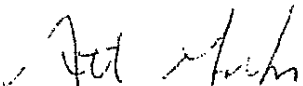
1116 OCEAN DRIVE, LLC.

The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is 1116 OCEAN DRIVE, LLC.

2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904.

Executed on November 10, 2009.



Scott L. Goldberger, Authorized Representative