

L09000120271

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

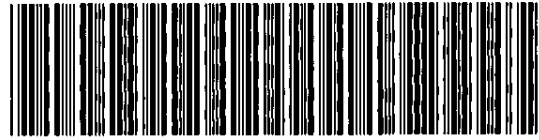
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
09 DEC 17 PM 2:10

B. KOHR
DEC 21 2009
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 17 AM 8:30



CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 17, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301



FILED
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DIVISION OF CORPORATIONS
09 DEC 17 AM 8:30

Re: Order #: 7726679 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

WCI Capital LLC (FL)
Conversion
Florida

WCI Homebuilding, LLC (FL)
Conversion
Florida

WCI Homebuilding Northeast U.S., LLC (FL)
Conversion
Florida

WCI Ireland Inn LLC (FL)
Conversion
Florida

WCI Ocala 623, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 17 AM 8:30

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

P01000047010

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is WCI Capital Corporation.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on May 10, 2001.
3. The plan of conversion was approved by the "Other Business Entity" in accordance with Chapter 607, Florida Statutes.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is WCI Capital LLC.

Signed this 7th day of December, 2009.

WCI Capital LLC

By: 
Aurin Primack, Authorized Representative

WCI Capital Corporation

By: 
Aurin Primack, President

ARTICLES OF ORGANIZATION

OF

WCI CAPITAL LLC

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 DEC 17 AM 8:30

Pursuant to section 608.407, Florida Statutes, the undersigned hereby files these Articles of Organization as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is WCI Capital LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 657 Masters Way, Palm Beach Gardens, Florida 33148.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is perpetual.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 7 day of December, 2009.

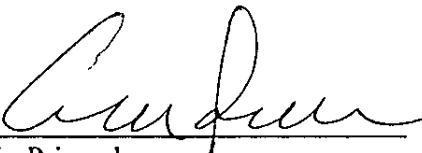


Aurin Primack
Authorized Representative

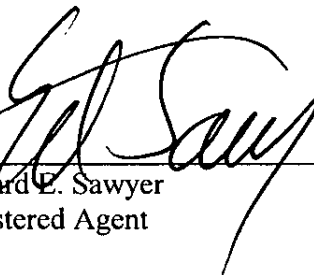
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

WCI Capital LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 200 South Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named Edward E. Sawyer, located at said address as its initial Registered Agent.

By: 
Aurin Primack
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Edward E. Sawyer
Registered Agent