

L09000120276

(Requestor's Name)

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(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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B. KOHR

DEC 21 2009

EXAMINER

December 17, 2009

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



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SECRETARY OF STATE
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

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is WCI Homebuilding Northeast U.S., Inc. P04000056027
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on March 25, 2004.
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 Homebuilding Northeast U.S., LLC.

Signed this 7th day of December, 2009.

WCI Homebuilding Northeast U.S., LLC

By: 
Aurin Primack, Authorized Representative

WCI Homebuilding Northeast U.S., Inc.

By: 
Aurin Primack, President

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ARTICLES OF ORGANIZATION
OF
WCI HOMEBUILDING NORTHEAST U.S., LLC

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 Homebuilding Northeast U.S., LLC.

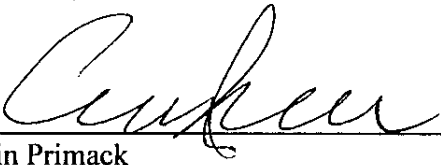
ARTICLE II - ADDRESS

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.

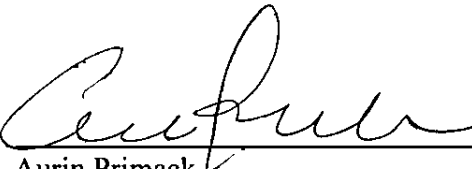


Aurin Primack
Authorized Representative

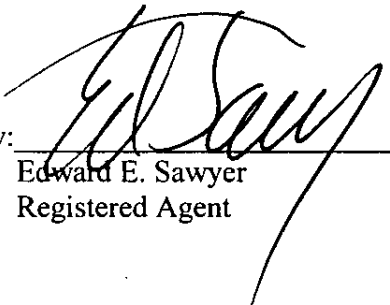
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

WCI Homebuilding Northeast U.S., 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