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09 DEC 30 AM 10:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Adrian Developers Of De La Fuente Parcel, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Roland Sanchez-Medina Jr.  
(Contact Person)

SMGQL LLP  
(Firm/Company)

2333 Ponce De Leon Blvd., Suite 302  
(Address)

Coral Gables, Florida 33134  
(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr. at ( 305 ) 448-4344  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

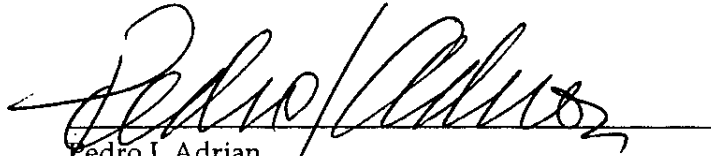
**CERTIFICATE OF CONVERSION OF  
ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, CORP. INTO  
ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert **Adrian Developers of De La Fuente Parcel, Corp.**, a corporation organized under the laws of the State of Florida, into **Adrian Developers Of De La Fuente Parcel, 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. Adrian Developers Of De La Fuente Parcel, Corp., 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 January 12, 1987, under Document Number M44645.
2. The name of the Florida limited liability company into which Adrian Developers Of De La Fuente Parcel, Corp. will be converted is Adrian Developers Of De La Fuente Parcel, LLC. The Articles of Organization of Adrian Developers Of De La Fuente Parcel, LLC, are attached to this Certificate of Conversion.
3. The conversion of Adrian Developers of De La Fuente Parcel, Corp., a Florida corporation, into Bahia Honda Real Estate Investments V Management, 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 Adrian Developers of De La Fuente Parcel, Corp., a Florida corporation, into Adrian Developers Of De La Fuente Parcel, LLC and the Articles of Organization of Bahia Honda Real Estate Investments V Management, LLC were approved by all of the shareholders and directors of Adrian Developers Of De La Fuente Parcel, LLC, in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of Adrian Developers of De La Fuente Parcel, Corp. is 12905 SW 42<sup>nd</sup> Street, Suite 203, Miami, Florida 33175. In that this conversion complies with Section 368(a)(I)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Adrian Developers Of De La Fuente Parcel, LLC will be 59-2757482 which is the same Federal Employer Identification Number of Adrian Developers of De La Fuente Parcel, Corp.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. Adrian Developers Of De La Fuente Parcel, LLC shall pay any shareholder of Adrian Developers of De La Fuente Parcel, Corp. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the \_\_\_\_ day  
of \_\_\_\_\_, 2009.



Pedro J. Adrian  
as President of Adrian DevelopersCOF De L  
La Fuente Parcel, Corp., and as a Manager  
of Adrian Developers Of De La Fuente  
Parcel, LLC.

FILED

09 DEC 30 AM 10:41

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION OF  
ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC**

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 **Adrian Developers of De La Fuente Parcel, LLC** (hereinafter, the "Company").

**ARTICLE II. MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 12905 S.W. 42<sup>nd</sup> Street, Miami, Florida 33175.

**ARTICLE III. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is: Roland Sanchez-Medina Jr., Sanchez-Medina, Gonzalez, Quesada & Lage, LLP, 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134.

**ARTICLE IV. MANAGEMENT**

The Company will be a manager-managed company.

*Having been named as registered agent and to accept service of process for the above-stated company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent as provided for in Chapter 608, F.S.*



\_\_\_\_\_  
Roland Sanchez-Medina Jr.



\_\_\_\_\_  
Roland Sanchez-Medina Jr., as authorized representative

*(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*