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(Address)

(City/State/Zip/Phone #)

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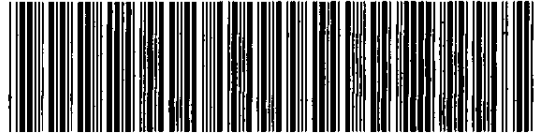
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bahia Honda Real Estate Investments I Management, 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



SANCHEZ-MEDINA, GONZALEZ & QUESADA, LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

WWW.SMGQLAW.COM

MAIN OFFICE - CORAL GABLES
THE COLONNADE - SUITE 302
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33134
TEL: 305.424.0230 | FAX: 305.424.0237

MIAMI LAKES OFFICE
FAIRWAY CORPORATE CENTER III - SUITE 104
14545 NW 77TH AVENUE
MIAMI LAKES, FL 33014
TEL: 305.231.9000 | FAX: 305.231.9100

January 7, 2010

Via Facsimile

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bahia Honda Real Estate Investments I, Inc.

Dear Sir or Madam:

This letter authorizes the Florida Department of State to release the corporate name "Bahia Honda Real Estate Investments I, Inc." Please be advised that the principals for the formation of Bahia Honda Investments I Management, LLC are in fact the same.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'Roland' followed by a stylized surname.

Roland Sanchez-Medina Jr.

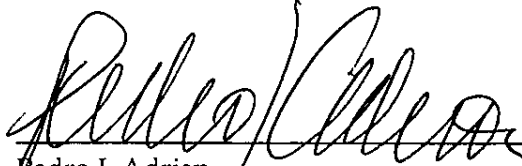
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**CERTIFICATE OF CONVERSION OF
BAHIA HONDA REAL ESTATE INVESTMENTS I, INC. INTO
BAHIA HONDA REAL ESTATE INVESTMENTS I MANAGEMENT, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert **Bahia Honda Real Estate Investments I, Inc.**, a corporation organized under the laws of the State of Florida, into **Bahia Honda Real Estate Investments I Management, 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. Bahia Honda Real Estate Investments I INC., 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 June 31, 2003, under Document Number P03000016911.
2. The name of the Florida limited liability company into which Bahia Honda Real Estate Investments I, Inc. will be converted is Bahia Honda Real Estate Investments I Management, LLC, The Articles of Organization of Bahia Honda Real Estate Investments I Management, LLC, are attached to this Certificate of Conversion.
3. The conversion of Bahia Honda Real Estate Investments I, Inc., a Florida corporation, into Bahia Honda Real Estate Investments I 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 Bahia Honda Real Estate Investments I, Inc., a Florida corporation, into Bahia Honda Real Estate Investments I Management, LLC and the Articles of Organization of Bahia Honda Real Estate Investments I Management, LLC were approved by all of the shareholders and directors of Bahia Honda Real Estate Investment I, Inc., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of Bahia Honda Real Estate Investment I, Inc. is 12905 SW 42nd Street, Suite 203, Miami, Florida 33175. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Bahia Honda Real Estate Investments I Management, LLC will be 412079481 which is the same Federal Employer Identification Number of Bahia Honda Real Estate Investment I, Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. BAHIA HONDA REAL ESTATE INVESTMENTS I MANAGEMENT, LLC shall pay any shareholder of BAHIA HONDA REAL ESTATE INVESTMENTS I, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 21st day
of May, 2009.



Pedro J. Adrian

as President of Bahia Honda Real Estate
Investments Inc., and as a Manager of
Bahia Honda Real Estate Investments I
Management, LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION OF
BAHIA HONDA REAL ESTATE INVESTMENTS I MANAGEMENT, 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 Bahia Honda Real Estate Investments I Management, 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. 42nd 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.)

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CLERK OF STATE
TALLAHASSEE FLORIDA