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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

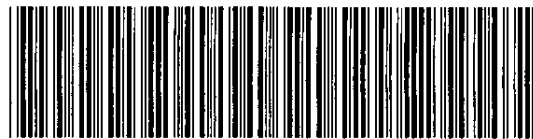
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. LEWIS

JAN 27 2010

EXAMINER

COHEN. NORRIS. SCHERER
WEINBERGER & WOLMER

ATTORNEYS AT LAW

JONATHAN A. BERKOWITZ
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BRENT G. WOLMER, P.A.

January 20, 2010

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

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

Attn: Carolyn Lewis

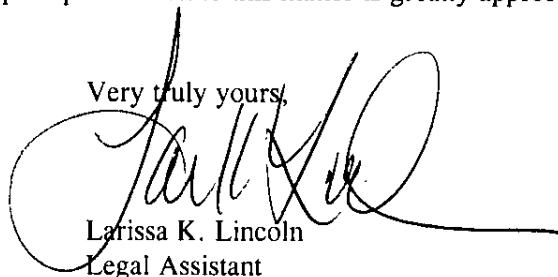
Re: **Conversion and Articles of Organization for
Palm Beach Real Estate Trust, Inc. into LLC**

Dear Carolyn:

Per our conversation and your request, enclosed please find the Cover Letter, Certificate of Conversion and Articles of Organization for the above matter which somehow were never filed back in 2008. You are holding validation of the check that was mailed in with the documents at that time.

Please proceed with filing these documents. If there should be any other questions, please contact the undersigned at 561.844.3600. Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Larissa K. Lincoln
Legal Assistant

F:\WPDOCS\Larissa\SOSLewisPBRETrust ltr.doc
enclosures

cc: Donald E. Runge
Gregory R. Cohen

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Beach Real Estate Trust, L.L.C.

(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:

George N. Konstantakis, Esq.

(Contact Person)

Palm Beach Real Estate Trust, L.L.C.

(Firm/Company)

44 Coconut Row, Suite 210

(Address)

Palm Beach, FL 33480

(City, State and Zip Code)

For further information concerning this matter, please call:

George N. Konstantakis, Esq.

(Name of Contact Person)

at (561) 719-6007

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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:

Palm Beach Real Estate Trust, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation

P080000075176

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 8-11-08

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Palm Beach Real Estate Trust, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 15th day of September 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Donald Bunge
Printed Name: Donald Bunge Title: MGMR

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Donald Bunge
Printed Name: Donald Bunge Title: Director

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Palm Beach Real Estate Trust, L.L.C.

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

44 Coconut Row, Suite 210
Palm Beach, FL 33480

Mailing Address:

44 Coconut Row, Suite 210
Palm Beach, FL 33480

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

George N. Konstantakis, Esq
Name
44 Coconut Row, Suite 210
Florida street address (P.O. Box **NOT** acceptable)
Palm Beach FL 33480
City, State, and Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability 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 as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

GEORGE N. KONSTANTAKIS
(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM _____

Donald Runge _____

111-C Palm Point Circle _____

Palm Beach Gardens, FL 33418 _____

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(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 listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

Donald Runge _____

Signature of a member or an authorized representative of a member.

(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.)

Donald Runge _____

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

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SUNTRUST BANK, SOUTH FLORIDA
PALM BEACH OFFICE
FL-PALM BEACH-0186

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0097358798 20080919 07
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PALM BEACH REAL ESTATE TRUST INC 09/20/08
 111 PALM POINT CIRCLE
 PALM BEACH GARDENS, FL 33418-1043

1003
 08/21/2008

214/pt...

Florida Florida Dept of State

One hundred fifty

Money Market Account

SUNBURY

AGENT 00000001

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PAN AMERICA, INC.
 100-100-174 10124 14 PMS
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 100-100-174 10124 14 PMS

05-450-53-101006705
DEPOSIT ONLY 150.00
05-18/08-01027-013