

LI 0000016522

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

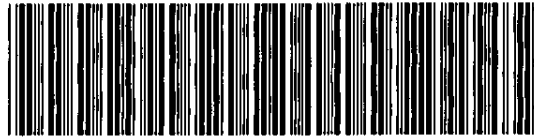
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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02/12/10--01001--005 \*\*180.00

RECEIVED  
10 FEB 11 PM 3:14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
FEB 12 2010  
EXAMINER

FILED  
10 FEB 11 PM 4:48  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

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

February 11, 2010

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 FEB 11 PM 4:48

Re: Order #: 7768437 SO  
Customer Reference 1: 36294.0037  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

GB Hotel Holdings, Ltd. (FL)  
Conversion  
Florida

GB Hotel Holdings, LLC (FL)  
Formation  
Florida

GB Hotel Holdings, LLC (FL)  
Obtain Document - Misc - Certified copy of Conversion/Formation  
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 at (850) 222-1092. Thank you very much for your help.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DIVISION OF CORPORATIONS  
10 FEB 11 PM 4:48

February 11, 2010

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: GB HOTEL HOLDINGS, LLC  
Ref. Number: W1000007153

**\*RE-SUBMIT\***  
Please retain original filing  
date of submission 2/11/10

We have received your document for GB HOTEL HOLDINGS, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

Section 620.2104, Florida Statutes has been cited, but the actual section under which this conversion is taking place, and the section that MUST be cited is Section 608.439.

ALSO, the two general partners have signed the Certificate of Conversion on behalf of the converting limited partnership -- and their signatures are required - - but the Certificate of Conversion MUST ALSO BE SIGNED by someone signing in behalf of the resulting LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 410A00003583

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SECRETARY OF CORPORATIONS  
10 FEB 11 PM 4:48

**CERTIFICATE OF CONVERSION**

For  
**GB HOTEL HOLDINGS, LTD.**  
Into  
**GB HOTEL HOLDINGS, LLC**

This Certificate of Conversion is submitted to convert the following Florida limited partnership into an "Other Organization" in accordance with Sections 620.2104 and 608.439, Florida statutes.

1. The name of the Florida limited partnership converting into the "Other Organization" is: GB Hotel Holdings, Ltd., organized on December 5, 2003 under Document Number A03000001694.
2. The name of "Other Organization" is: GB Hotel Holdings, LLC.
3. The "Other Organization" is a Florida limited liability company.
4. The above referenced Florida limited partnership has converted into an "Other Organization" in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the "Other Organization."
5. The plan of conversion was approved by the converting Florida Limited Partnership as required by Chapter 620, F.S. and the governing law of the converted "Other Organization."
6. This conversion was effective under the laws governing the "Other Organization" on the date of filing of this Certificate of Conversion.

**GENERAL PARTNERS**

**KEY RESORT, INC.,**  
a Florida corporation

By: \_\_\_\_\_  
Sherwood M. Weiser, Chairman

**GB (KEY BISCAIYNE) CORPORATION,**  
a Florida corporation

By: \_\_\_\_\_  
Tom Bezold, Vice President

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SECRETARY OF CORPORATIONS  
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**GENERAL PARTNERS**

**KEY RESORT, INC.,**  
a Florida corporation

By:   
Sherwood M. Weiser, Chairman

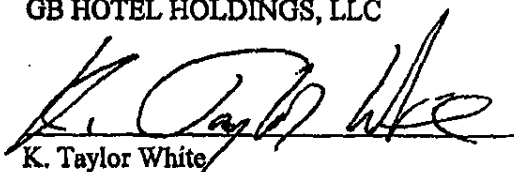
**GB (KEY BISCAIYNE) CORPORATION,**  
a Florida corporation

By: \_\_\_\_\_  
Tom Bezold, Vice President

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DIVISION OF CORPORATIONS  
10 FEB 11 PM 4:48

The foregoing Certificate of Conversion is submitted to convert the foregoing Florida limited partnership into the foregoing Florida limited liability company in accordance with Section 608.439, Florida Statutes.

GB HOTEL HOLDINGS, LLC



K. Taylor White  
Authorized Representative

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION OF  
GB HOTEL HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is GB Hotel Holdings, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 801 Brickell Avenue, PH2, Miami, Florida 33133.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS**

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

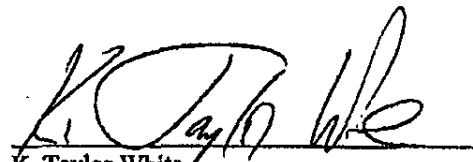
**Name**

**Address**

CT Corporation

1200 S. Pine Island Road  
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 11<sup>th</sup> day of February 2010.

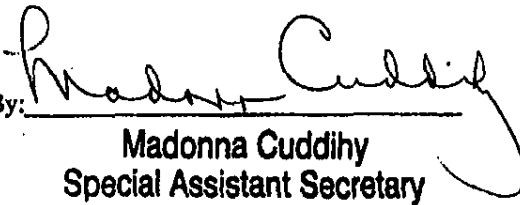
  
K. Taylor White  
Authorized Representative of Member

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DIVISION OF CORPORATIONS  
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#### REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for GB Hotel Holdings, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: February 11<sup>th</sup>, 2010

By:   
Madonna Cuddihy  
Special Assistant Secretary