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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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June 3, 2010

**CERTIFIED MAIL 7105 4522 6440 0000 1094**  
**RETURN RECEIPT REQUESTED**

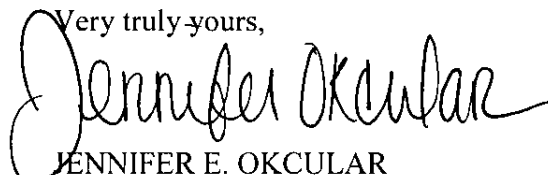
Florida Department of State  
Division of Corporations  
Registration Section  
PO Box 6327  
Tallahassee, FL 32314

**RE: Corporate Conversions**  
**Our Reference No.: 1714 (C.1)**

To Whom It May Concern:

We have enclosed the Certificate of Conversion of Southern Properties Fund II, Inc. into Southern Properties Fund II, LLC as well as the Articles of Organization of Southern Properties Fund II, LLC for filing. We have also included our firm's check made payable to the Florida Department of State in the amount of \$160.00 to cover the required filing fees.

Should you have any questions, please feel free to contact me.

Very truly yours,  
  
JENNIFER E. OKULAR  
For the Firm

JEO/lc

Enclosures (as stated)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


CERTIFICATE OF CONVERSION  
OF  
SOUTHERN PROPERTIES FUND II, INC.  
INTO  
SOUTHERN PROPERTIES FUND II, LLC

This Certificate of Conversion and the attached Articles of Organization are submitted to convert SOUTHERN PROPERTIES FUND II, INC., a corporation organized under the laws of the State of Florida, into SOUTHERN PROPERTIES FUND II, 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. SOUTHERN PROPERTIES FUND II, 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 May 6, 1993, under Document Number P93000033062.
2. The name of the Florida limited liability company into which SOUTHERN PROPERTIES FUND II, INC., will be converted is SOUTHERN PROPERTIES FUND II, LLC. The Articles of Organization of SOUTHERN PROPERTIES FUND II, LLC are attached to this Certificate of Conversion.
3. The conversion of SOUTHERN PROPERTIES FUND II, INC., a Florida corporation, into SOUTHERN PROPERTIES FUND II, 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 SOUTHERN PROPERTIES FUND II, INC., a Florida corporation, into SOUTHERN PROPERTIES FUND II, LLC and the Articles of Organization of SOUTHERN PROPERTIES FUND II, LLC were approved by all of the shareholders and directors of SOUTHERN PROPERTIES FUND II, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of SOUTHERN PROPERTIES FUND II, LLC is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487. 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 SOUTHERN PROPERTIES FUND II, LLC will be 65-0412301 which is the same Federal employer identification number of SOUTHERN PROPERTIES FUND II, INC..
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.

7. SOUTHERN PROPERTIES FUND II, INC., shall pay any shareholder of SOUTHERN PROPERTIES FUND II, 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 of Conversion as of the 25 day of MAY, 2010.



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RICHARD FINKELSTEIN, as President of  
SOUTHERN PROPERTIES FUND II, INC., and as  
a Manager of SOUTHERN PROPERTIES FUND II,  
LLC

ARTICLES OF ORGANIZATION  
OF  
SOUTHERN PROPERTIES FUND II, LLC  
(a Florida limited liability company)

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 SOUTHERN PROPERTIES FUND II, LLC (hereinafter, the "Company").

ARTICLE II  
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.

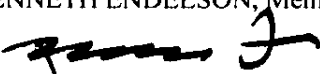
ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Richard Finkelstein, 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 25 day of MAY, 2010.

  
\_\_\_\_\_  
RICHARD FINKELSTEIN, Member

  
\_\_\_\_\_  
KENNETH ENDELSON, Member

  
\_\_\_\_\_  
MICHAEL D. WOHL, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for SOUTHERN PROPERTIES FUND II, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned 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, F.S.



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RICHARD FINKELSTEIN

Dated: MAY 25, 2010