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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

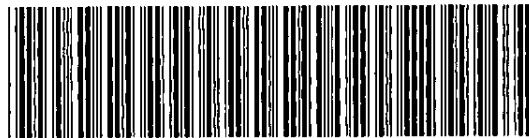
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
JUN 11 2010  
EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JUN 10 PM 4:50

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10 JUN 10 PM 4:50

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MAZAL INVESTMENTS 23, 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:

Melissa  
(Contact Person)  
Incorporating Services, Ltd.  
(Firm/Company)  
1540 Glenway Drive  
(Address)  
Tallahassee, FL  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Melissa at (          ) 656-7956  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |  |
|--|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>( \$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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  
FOR  
DELAWARE LIMITED LIABILITY COMPANY  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10 JUN 10 PM 4:50

This Certificate of Conversion and the attached Articles of Organization are submitted to convert MAZAL INVESTMENTS 23, LLC, a Delaware limited liability company (the "Delaware LLC"), into MAZAL INVESTMENTS 23, LLC, a Florida limited liability company (the "Florida LLC"), in accordance with Section 608.439, Florida Statutes.

1. The name of the Delaware limited liability company converting into the Florida limited liability company is MAZAL INVESTMENTS 23, LLC, and its Certificate of Formation was filed in Delaware on February 24, 2010.
2. The name of the Florida limited liability company, as set forth in the attached Articles of Organization, is MAZAL INVESTMENTS 23, LLC.
3. The effective date of this Certificate of Conversion shall be the date of filing of this Certificate of Conversion with the Florida Department of State.

Signed this 8<sup>th</sup> day of June, 2010.

CONVERTED ENTITY:

MAZAL INVESTMENTS 23, LLC, a Florida limited liability company

By: RLS  
Ricardo J. Souto, Authorized Representative

CONVERTING ENTITY:

MAZAL INVESTMENTS 23, LLC, a Delaware limited liability company

By: RLS  
Ricardo J. Souto, Authorized Representative

## **PLAN OF CONVERSION**

The following Plan of Conversion has been adopted and approved by each party to the conversion in accordance with Section 608.439, Florida Statutes.

### **Article I – Organization Prior to Conversion**

The name and form of the organization before conversion is as follows:

Name of Organization: MAZAL INVESTMENTS 23, LLC  
Form of Organization: DELAWARE LIMITED LIABILITY COMPANY

### **Article II - Organization Following Conversion**

The name and form of the organization after conversion is as follows:

Name of Organization: MAZAL INVESTMENTS 23, LLC  
Form of Organization: FLORIDA LIMITED LIABILITY COMPANY

### **Article III - Terms and Conditions**

The terms and conditions of the conversion are as follows:

MAZAL INVESTMENTS 23, LLC, a Delaware limited liability company (the “Delaware LLC”), shall convert to MAZAL INVESTMENTS 23, LLC, a Florida limited liability company (the “Florida LLC”) (the “Conversion”). All of the rights, property and liabilities of the Delaware LLC shall become the rights, property and liabilities of the Florida LLC pursuant to the Conversion. Promptly following the approval of this Plan of Conversion by the sole member of the Delaware LLC and the sole member of the Florida LLC, the Manager of the Delaware LLC and the Manager of the LLC shall file a Certificate of Conversion with the Florida Secretary of State.

### **Article IV - Basis and Manner of Converting Interests**

The manner and basis of converting the interests in the Delaware LLC into interests in the Florida LLC or into other consideration are as follows:

The interests of the sole member of the Delaware LLC, represented as membership interests, shall be converted into interests in the Florida LLC, represented as membership interests, and such membership interests shall have such respective rights and shall be allocated as reflected in an operating agreement of the Florida LLC, which is to be adopted by the members of the Florida LLC.

The manner and basis of converting rights to acquire interests in the converting organization into rights to acquire interests in the converted organization or into other consideration are as follows:

The right to acquire membership interests in the Delaware LLC shall be converted into a right to acquire equivalent membership interests in the Florida LLC as reflected in an operating agreement to be adopted by all the members of the Florida LLC.

**Article V – Organizational**  
**Documents of the Converted Organization**

The Articles of Organization of the LLC are attached as Exhibit “A” hereto.

**EXHIBIT "A"**  
**ARTICLES OF ORGANIZATION**

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

MAZAL INVESTMENTS 23, LLC

**ARTICLE II - Address**

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

1111 Kane Concourse, Suite 214  
Bay Harbor, Florida 33154

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company.

**ARTICLE V - Registered Agent and Office**

The name and address of the initial registered agent of the Limited Liability Company is:

Corporation Company of Miami  
1500 Miami Center (R1S)  
201 S. Biscayne Boulevard  
Miami, FL 33131



\_\_\_\_\_  
Ricardo J. Souto, 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.)

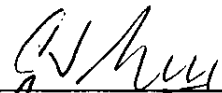
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REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: June 9, 2010

CORPORATION COMPANY OF MIAMI

By:   
Name: CAVELL J. ANDERSON  
Title: ASST SECRETARY