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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

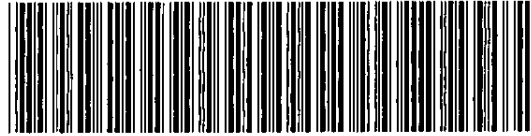
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
10 JUN 10 PM 4:50

B. KOHR

JUN 11 2010

EXAMINER

COVER LETTER

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

TO: Registration Section
Division of Corporations

SUBJECT: MAZAL INVESTMENTS 28, 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:

- \$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 CORPORATIONS
10 JUN 10 PM 4:50

**CERTIFICATE OF CONVERSION
FOR
DELAWARE LIMITED LIABILITY COMPANY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert MAZAL INVESTMENTS 28, LLC, a Delaware limited liability company (the "Delaware LLC"), into MAZAL INVESTMENTS 28, 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 28, 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 28, 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 8th day of June, 2010.

CONVERTED ENTITY:

MAZAL INVESTMENTS 28, LLC, a Florida limited liability company

By: RS
Ricardo J. Souto, Authorized Representative

CONVERTING ENTITY:

MAZAL INVESTMENTS 28, LLC, a Delaware limited liability company

By: RS
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 28, 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 28, 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 28, LLC, a Delaware limited liability company (the “Delaware LLC”), shall convert to MAZAL INVESTMENTS 28, 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 28, 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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DIVISION OF CORPORATIONS
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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: CHARLES J. ANDERSON
Title: ASST. SECRETARY