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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10 JUL 16 AM 9:14

B. KOHR

JUL 19 2010

EXAMINER

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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10 JUL 16 AM 9 14

CONTACT: Kim Weidenbach

DATE: 07/16/10

REF. #: 000438.128943

CORP. NAME: LEISURE COMMUNITIES MANAGEMENT, INC. converting into: LEISURE COMMUNITIES MANAGEMENT, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 535651 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
OF
LEISURE COMMUNITIES MANAGEMENT, INC.
INTO
LEISURE COMMUNITIES MANAGEMENT, LLC**

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 JUL 16 AM 9:16

This Certificate of Conversion and attached Articles of Organization are submitted to convert Leisure Communities Management, Inc., a Florida corporation, into a Florida limited liability company in accordance with Section 607.1112 of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.

1. The name of the Florida corporation immediately prior to the filing of this Certificate of Conversion is Leisure Communities Management, Inc. (the "Converting Entity").
2. The Converting Entity is a corporation first incorporated under the laws of the State of Florida by the filing of Articles of Incorporation with the Florida Department of State on October 19, 1994, Florida document number: P94000076836. The Converting Entity currently exists as a corporation under the laws of the State of Florida.
3. The name of the Florida limited liability company into which the Converting Entity is being converted, as set forth in the attached Articles of Organization, is Leisure Communities Management, LLC (the "Converted Entity").
4. The conversion of the Converting Entity into the Converted Entity is in compliance with Sections 607.1112 and 607.1113 of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.
5. The plan of conversion was approved by the Converting Entity in accordance with Section 607.1112(6) of the Florida Business Corporation Act.
6. The conversion of the Converting Entity into the Converted Entity shall be effective upon the filing of this Certificate of Conversion and the attached Articles of Organization with the Department of State.
7. The address of the principal office of the Converted Entity is 1601 Washington Ave., Suite 800, Miami Beach, Florida 33139.
8. The Converted Entity agrees to pay any shareholders of the Converting Entity having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the Florida Business Corporation Act.

[Signature Page Follows.]

Dated July 16, 2010.

Converting Entity:

LEISURE COMMUNITIES MANAGEMENT,
INC., a Florida corporation

By: 

Name: James A. Whitlow

Title: Vice President, Secretary

Converted Entity:

LEISURE COMMUNITIES MANAGEMENT,
LLC, a Florida limited liability company

By: 

Name: James A. Whitlow

Title: Authorized Representative

**ARTICLES OF ORGANIZATION
OF
LEISURE COMMUNITIES MANAGEMENT, LLC
a Florida Limited Liability Company**

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
10 JUL 16 AM 9:10

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the Limited Liability Company is Leisure Communities Management, LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 1601 Washington Ave., Suite 800, Miami Beach, FL 33139.

3. REGISTERED AGENT. The name and street address of the initial registered agent of the Company in the State of Florida is: James Whitlow, Esq., 1601 Washington Ave., Suite 800, Miami Beach, FL 33139.

The undersigned has executed these Articles of Organization on the 16th day of July, 2010.

By: _____

James A. Whitlow, Esq., Authorized Representative

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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.



James A. Whitlow, Esq., Registered Agent

Date: July 16, 2010