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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

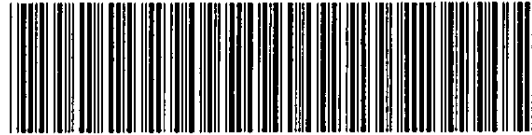
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800182795988

07/19/10--01001---015 **180.00

RECEIVED
10 JUL 16 PM 4:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
10 JUL 16 PM 3:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

B. KOHR

JUL 20 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2010

KIM WEIDENBACH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: LINCOLN ROAD PORTFOLIO MANAGER, LLC
Ref. Number: W10000033680

FILED STATE
SECRETARY OF CORPORATIONS
10 JUL 16 PM 3:46
RECEIVED
10 JUL 20 PM 1:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for LINCOLN ROAD PORTFOLIO MANAGER, 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.

In Item 2 on the certificate of conversion, the correct date of incorporation -- October 31, 2003 -- is listed. But there was also an October 30, 2003 effective date. The effective date must also be listed.

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: 210A00017384

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL 16 PM 3:46

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 07/16/10

REF. #: 000438.128943

CORP. NAME: LINCOLN ROAD PORTFOLIO MANAGER, INC. converting into; LINCOLN ROAD PORTFOLIO MANAGER, 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# 535648 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

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL 16 PM 3:46

**CERTIFICATE OF CONVERSION
OF
LINCOLN ROAD PORTFOLIO MANAGER, INC.
INTO
LINCOLN ROAD PORTFOLIO MANAGER, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Lincoln Road Portfolio Manager, 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 Lincoln Road Portfolio Manager, 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 31, 2003, Florida document number: P03000123254, with an effective date of October 30, 2003. 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 Lincoln Road Portfolio Manager, 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:

LINCOLN ROAD PORTFOLIO MANAGER,
INC., a Florida corporation

By: 

Name: James A. Whitlow

Title: Vice President, Secretary

Converted Entity:

LINCOLN ROAD PORTFOLIO MANAGER,
LLC, a Florida limited liability company

By: 

Name: James A. Whitlow

Title: Authorized Representative

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL 16 PM 3:46

**ARTICLES OF ORGANIZATION
OF
LINCOLN ROAD PORTFOLIO MANAGER, LLC
a Florida Limited Liability Company**

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 Lincoln Road Portfolio Manager, 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.

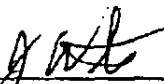
The undersigned has executed these Articles of Organization on the 16th day of July, 2010.

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