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(Business Entity Name)

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FILED  
10 OCT 19 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
OF  
LNR DSHI LEGACY, INC.  
INTO  
LNR DSHI LEGACY, LLC**

**FILED**

**10 OCT 19 PM 3:26**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

This Certificate of Conversion and attached Articles of Organization are submitted to convert LNR DSHI Legacy, 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 LNR DSHI Legacy, 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 March 31, 2005, Florida document number: P05000048952. 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 LNR DSHI Legacy, 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 October 1, 2010

Converting Entity:

LNR DSHI LEGACY, INC., a Florida corporation

By: 

Name: James A. Whitlow

Title: Vice President

Converted Entity:

LNR DSHI LEGACY, LLC, a Florida limited liability company

By: 

Name: James A. Whitlow


Title: Authorized Representative

**ARTICLES OF ORGANIZATION  
OF  
LNR DSHI LEGACY, 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 LNR DSHI Legacy, 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 1st day of October, 2010.

By:   
James 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 Whitlow, Esq., Registered Agent

Date: 10/1/2010