

L10000113446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

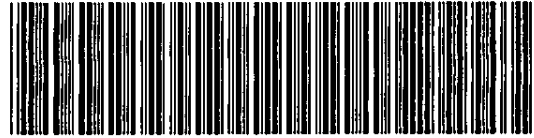
Special Instructions to Filing Officer:

**L. SELLERS**

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**EXAMINER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

November 9, 2011

**TO:** Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**SUBJECT:** Midtown SPHS Manager, LLC

The enclosed Certificate of Conversion and fee is submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with §608.4403, Fla. Stat.

Please return all correspondence concerning this matter to:

Robert I. Finvarb  
1065 Kane Concourse  
Suite 201  
Bay Harbor Islands, FL 33154  
Email: [Robert@finvarb.com](mailto:Robert@finvarb.com)

For further information concerning this matter, please call Robert I. Finvarb at 305-866-7555.

Enclosed is a check for the following amount: \$30.00 Filing Fee and Certificate of Status.

**Certificate of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Midtown SPHS Manager, LLC  
Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Midtown SPHS Manager, LLC  
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity

on: October 17, 2011

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
11 NOV 10, PM 9:04

FILED

8. This conversion shall be effective in Florida on: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

National Registered Agents, Inc., 160 Greentree Drive, Suite 101

Dover, DE 19904

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 1065 Kane Concourse, Suite 201

Bay Harbor Islands, FL 33154

Mailing Address: 1065 Kane Concourse, Suite 201

Bay Harbor Islands, FL 33154

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 9<sup>th</sup> day of November, 2011

Signature: \_\_\_\_\_

Must be signed by a Member or Authorized Representative.

Printed Name: Robert I. Finvarb Title: Manager

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$ 5.00 (Optional)