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D. BRUCE

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EXAMINER

GRAY ROBINSON
ATTORNEYS AT LAW

321-727-8100

YVONNE.MENDEZ@GRAY-ROBINSON.COM

November 29, 2010

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Various Corporate Conversions

Dear Sir or Madam:

Enclosed for filing please find the following original documents:

1. Certificate of Conversion of WNC Ventures, Inc. along with related Articles of Organization for WNC Ventures II, LLC and a check in the amount of \$160.00 in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00);
2. Certificate of Conversion of Manatee Lane Development, Inc. along with related Articles of Organization for Manatee Lane Development II, LLC and a check in the amount of \$160.00 in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00);
3. Certificate of Conversion of Corporate Investment Properties, Inc. along with related Articles of Organization for Corporate Investment Properties II, LLC and a check in the amount of \$160.00 in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00);
4. Certificate of Conversion of Kabboord Properties, Inc. along with related Articles of Organization for Kabboord Properties II, LLC and a check in the amount of \$160.00 in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00);
5. Certificate of Conversion of Park Place, A Mobile Home Park, Inc. along with related Articles of Organization for Park Place, A Mobile Home Park II, LLC and a check in the amount of \$160.00 in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00); and
6. Certificate of Conversion of Superior Title Agency, Inc. along with related Articles of Organization for Superior Title Agency II, LLC and a check in the amount of \$160.00

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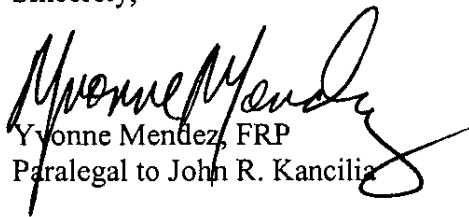
Florida Department of State
Division of Corporations
November 29, 2010
Page 2

in payment of the conversion fee (\$35.00) and the filing fee for the Articles of Organization (\$125.00).

Please file the documents as soon as possible and return confirmation that all certificates of conversion have been filed along with their related Articles of Organization. I have enclosed a prepaid Federal Express envelope for your use in returning the filed documents.

Thank you for your assistance in this regard and, if you have any questions, please do not hesitate to contact me.

Sincerely,


Yvonne Mendez, FRP
Paralegal to John R. Kancilia

/ym
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

WNC Ventures, Inc., a Florida corporation, hereby submits this Certificate of Conversion pursuant to Section 608.439, *Florida Statutes*, to the Secretary of State of the State of Florida.

ARTICLE I NAME

The name of the entity to be converted pursuant hereto is WNC Ventures, Inc.

P960000016271

ARTICLE II DATE AND JURISDICTION OF ORGANIZATION

WNC Ventures, Inc. was first organized on February 19, 1996 under the laws of the State of Florida.

ARTICLE III FORM OF ENTITY

WNC Ventures, Inc. is a corporation subject to the laws of the State of Florida. The laws of the State of Florida governing WNC Ventures, Inc. permit this conversion.

ARTICLE IV CONVERSION

WNC Ventures, Inc. shall be converted into a Florida limited liability company organized under Chapter 608, *Florida Statutes*. The name of the limited liability company shall be WNC Ventures II, LLC.

ARTICLE V ARTICLES OF ORGANIZATION

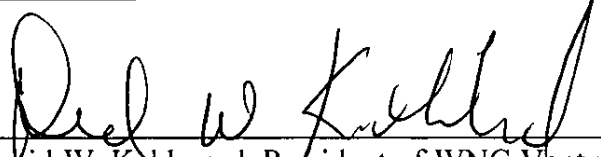
The Articles of Organization of WNC Ventures II, LLC, a Florida limited liability company, have been submitted to the Florida Secretary of State contemporaneously with this Certificate of Conversion.

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TALLAHASSEE, FL

**ARTICLE VI
EFFECTIVE DATE**

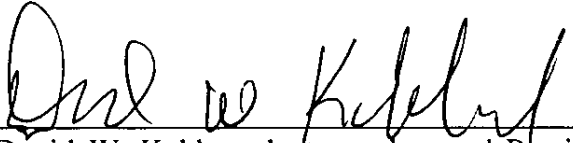
This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 29th day of October, 2010.



David W. Kabboord, President of WNC Ventures, Inc.

Date Signed: 10-29-10

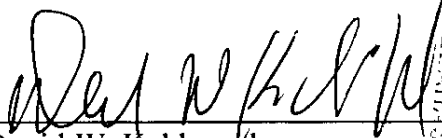


David W. Kabboord, a member and President of WNC Ventures II, LLC

Date Signed: 10-29-10

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby states that he is familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and hereby accepts to act in that capacity and agrees to comply with the provisions of said Chapter relative to keeping open said office.



David W. Kabboord

Date Signed: 10-29-10

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ARTICLES OF ORGANIZATION

OF

WNC VENTURES II, LLC

The undersigned desiring to form a limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows.

ARTICLE I - NAME

The name of this limited liability company (the "Company") is WNC Ventures II, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 3201 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE III - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent for service of process in the state for this Company is David W. Kabboord, 3201 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE IV - MANAGERS

The initial manager of the Company is David W. Kabboord.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization this 29th day of October, 2010.



DAVID W. KABBOORD, a member

JOHN R. KANCILIA, ESQ.
FLORIDA BAR NO. 0381195
GRAYROBINSON, P.A.
1795 West Nasa Boulevard
Melbourne, FL 32901
Telephone: 321-727-8100
Facsimile: 321-984-4122
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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that WNC VENTURES II, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Cocoa Beach, County of Brevard, State of Florida, has named DAVID W. KABBOORD, 3201 N. Atlantic Avenue, Cocoa Beach, Florida 32931, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.



DAVID W. KABBOORD

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