

L10000126366

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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11 MAR 23 PM 3:55
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11 MAR 23 AM 10:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

March 23, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 23 AM 10:28

Re: Order #: 8102178 SO
Customer Reference 1: Dacra
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Cumberland Acquisitions, LLC (FL)
Conversion
Florida

Cumberland Acquisitions, LLC (FL)
Obtain Document - Misc - Certified copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNair
CL Operations Specialist
Christina.McNair@wolterskluwer.com

March 23, 2011

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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Chris McNear
Assistant Secretary

CT Corp

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**CERTIFICATE OF CONVERSION
FROM A FLORIDA LIMITED LIABILITY COMPANY
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 608.4403 OF THE FLORIDA LIMITED LIABILITY
COMPANY ACT AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

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SECRETARY OF STATE
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11 MAR 23 AM 10:28

1. The name of the limited liability company is Cumberland Acquisitions, LLC (the "Converting Entity").

2. The date on which the original Articles of Organization of the Converting Entity were filed with the Secretary of State of the State of Florida is December 9, 2010.

3. The Converting Entity is being converted into a Delaware limited liability company.

4. The name of the Delaware limited liability company into which the limited liability company is herein being converted is Cumberland Acquisitions, LLC (the "Converted Entity").

5. The principal place of business of the Converted Entity shall be 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

6. The conversion has been approved in accordance with the provisions of Section 608.4402 of the Florida Limited Liability Company Act and Section 18-214 of the Delaware Limited Liability Company Act.

7. The Converted Entity agrees to appoint the Florida Secretary of State as its agent for service of process in any proceeding to enforce the obligations of the Converting Entity, including any appraisal rights of its members under Section 608.4351-608.43595 of the Florida Limited Liability Company Act.

8. The conversion of the Converting Entity into the Converted Entity shall be effective as of the filing of this Certificate of Conversion and the Certificate of Formation of the Converted Entity with the Secretary of State of the State of Delaware.

Dated: March 22, 2011.

CUMBERLAND ACQUISITIONS, LLC,
a Florida limited liability company

By: Miami Design District Associates, LLC,
a Delaware limited liability company, its
sole member

By: _____
Craig Robins, Resident