

L11000014050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

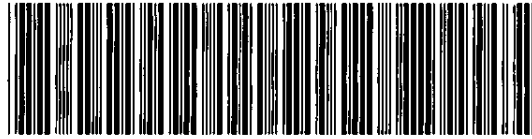
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11 FEB 17 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

FEB 17 2011

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB 17 PM 4:05



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB 17 PM 4:05

February 17, 2011

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

Re: Order #: 8073275 SO
Customer Reference 1: 35088
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

DNK Silver Spring, LLC (FL)
Conversion
Florida

DNK Silver Spring, 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,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

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

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 FEB 17 PM 4:05

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:

DNK SILVER SPRING, LLC
Enter Name of Florida Limited Liability Company

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

DNK SILVER SPRING, 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: February 17, 2011

8. This conversion shall be effective in Florida on: February 17, 2011.
(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:

625 N. Flagler Drive, Suite 675
West Palm Beach, FL 33401

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: 625 N. Flagler Drive, Suite 675
West Palm Beach, FL 33401

Mailing Address: 625 N. Flagler Drive, Suite 675
West Palm Beach, FL 33401

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 15th day of February, 2011

Signature: 
Must be signed by a Member or Authorized Representative.

Printed Name: David N. Khoury Title: Member

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

PLAN OF CONVERSION

This Plan of Conversion (this "Plan") is adopted and approved by DNK SILVER SPRING, LLC, a Florida limited liability company (the "Company") pursuant to the Action by Consent of the Sole Member dated February 15, 2011.

RECITALS

The sole member of the Company has determined that it is advisable and in the best interests of the Company that the Company be converted (the "Conversion") into DNK SILVER SPRING, LLC, a Delaware limited liability company (the "Surviving Company") on the terms and subject to the conditions set forth herein.

ARTICLE I THE CONVERSION

At the Effective Time (as defined in Article V hereof), the Company shall be converted into the Surviving Company in accordance with Section 608.4403 of the Florida Statutes and Section 18-214 of the Delaware Limited Liability Act, and the separate existence of the Company shall cease and the Surviving Company shall continue as the surviving company under the laws of the State of Delaware.

ARTICLE II THE SURVIVING COMPANY

At the Effective Time, the Certificate of Formation attached hereto as Exhibit A shall be the Certificate of Formation of the Surviving Company.

ARTICLE III MANNER AND BASIS OF CONVERTING INTERESTS

The interest of the sole member in the Surviving Company following the Conversion shall not change. The sole member of the Company shall own 100% of the membership interests in the Surviving Company.

ARTICLE IV EFFECT OF CONVERSION

At the Effective Time, all property, rights, privileges, powers and franchises of the Company shall vest in the Surviving Company, and all liabilities and obligations of the Company shall become liabilities and obligations of the Surviving Company.

ARTICLE V EFFECTIVE TIME

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of a Certificate of Conversion with the Department of State of the State of Delaware, with respect to the Conversion.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Plan, as of the date first above written.

DNK SILVER SPRING, LLC, a Florida limited liability company

By: 
David N. Khoury, Member