

L110000016890

Muller & Lebensburger

(Requestor's Name)

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
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(City/State/Zip/Phone #)

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(Business Entity Name)

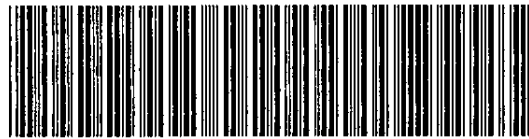
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TALLAHASSEE, FLORIDA

D. BRUCE

FEB 09 2011

EXAMINER

MULLER & LEBENSBURGER

Attorneys at Law

Charles E. Muller II
Brian A. Lebensburger
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of counsel

Dale A. Heckerling

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
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Writer's Direct Extension: 290

February 7, 2011

Via Federal Express

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

**Re: Ref. Number: W11000006677
Letter Number 111A00002910**

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

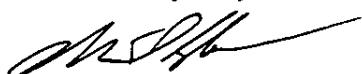
Enclosed please find a copy of the above-referenced letter along with one original and one copy of the Certificate of Conversion of Miller Properties, Ltd., a Florida Limited Partnership into Breezy Point, LLC, a Florida Limited Liability Company, which pursuant to the directions in the above-referenced letter is now signed by both the general partner of the converting partnership and an authorized representative of a member of the converted limited liability company.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

If there are any questions regarding the above, I can be reached at (305) 670-6770.

Yours very truly,



MICHAEL P. SCHWARTZ

MPS:ma

Enclosures: as stated

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2011

MULLER & LEBENSBURGER
7385 GALLOWAY ROAD, SUITE 200
MIAMI, FL 33173

SUBJECT: BREEZY POINT, LLC
Ref. Number: W11000006677

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TALLAHASSEE, FLORIDA

We have received your document for BREEZY POINT, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 111A00002910

**CERTIFICATE OF CONVERSION
OF
MILLER PROPERTIES, LTD., A FLORIDA LIMITED PARTNERSHIP
INTO
BREEZY POINT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Miller Properties, Ltd., a Florida limited partnership (the "Converting Partnership") into Breezy Point, LLC, a Florida limited liability company (the "Converted LLC") in accordance with §608.439, Florida Statutes.

1. The name of the Converting Partnership immediately prior to the filing of this Certificate of Conversion is Miller Properties, Ltd. *A 24999*
2. The Converting Partnership is a limited partnership first formed under the laws of the state of Florida on August 7, 1987.
3. The Converted Partnership has at all times prior to this conversion been formed under the laws of the state of Florida.
4. The name of the Converted LLC, a Florida limited liability company, as set forth in the attached Articles of Organization, is Breezy Point, LLC.
5. This document is effective on its date of filing.
6. The conversion is permitted by the applicable law(s) governing the Converting Partnership and the conversion complies with such law(s) and the requirement of §608.439, F.S., in effecting the conversion.
7. Miller Properties, Ltd. currently exists on the official records of the state of Florida, the jurisdiction under which it was formed.

The undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817.155, F.S.

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TALLAHASSEE, FLORIDA


Dated this 31st day of December, 2010.

By: 

Daniel L. Miller, as trustee of The Miller Investments Trust held under an agreement dated as of April 16, 2001, general partner of Miller Properties, Ltd.

The undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in §817.155, F.S.

Dated this 7th day of February, 2011.



Charles E. Muller II, authorized representative
of a member of Breezy Point, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
BREEZY POINT, LLC

The undersigned hereby certifies the following for purposes of forming a limited liability company under the laws of the State of Florida. The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be BREEZY POINT, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be 7385 Galloway Road, Suite 200, Miami, Florida 33173.

ARTICLE III

INITIAL REGISTERED AGENT

The initial registered agent and the street address of the initial registered agent of the limited liability company shall be Charles E. Muller II, 7385 Galloway Road, Suite 200, Miami, Florida 33173.

Executed by the undersigned at Miami, Florida, this 1st day of February, 2011.



Charles E. Muller II, authorized representative of a
member of BREEZY POINT, LLC

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

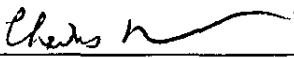
In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted in compliance with said statute:

That BREEZY POINT, LLC has named Charles E. Muller II, whose address is 7385 Galloway Road, Suite 200, Miami, Florida 33173, as its registered agent to accept service of process within Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated limited liability company at the place designated in this certificate, the undersigned hereby states that he is familiar with and accepts the obligations of that position.

Dated this 1st day of February, 2011.



Charles E. Muller II

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