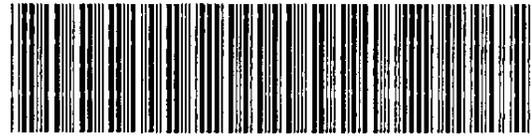


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05/12/11--01030--021 **105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12

05/16/11--01002--013 **60.00

WH-26689

(Requestor's Name)

CF-45

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

CERT-30

(Business Entity Name)

(Document Number)

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MAY 16 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2011

OMAR FIGUERAS
9155 SOUTH DADELAND BOULEVARD, STE 1600
MIAMI, FL 33156

SUBJECT: NEWPORT LAKESIDE, LLC
Ref. Number: W11000026689

FILED STATE
SECRETARY OF CORPORATIONS
11 MAY 13 PM 4:12

We have received your document for NEWPORT LAKESIDE, LLC and check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$45.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 511A00011920

HINSHAW

& CULBERTSON LLP

Steven Carlyle Cronig
305-428-5122
scc@hinshawlaw.com

May 13, 2011

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 13 PM 4:12
ATTORNEYS AT LAW
9155 South Dadeland Blvd
Suite 1600
Miami, FL 33156-2741

305-358-7747
305-577-1063 (fax)
www.hinshawlaw.com

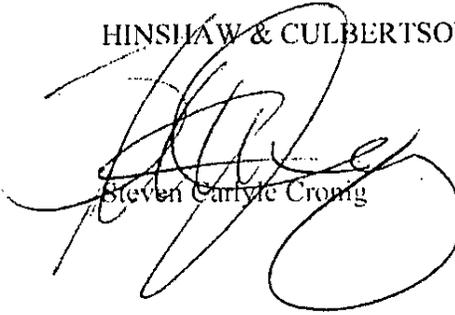
Re: Newport Pinetree and Lakeside 1, Ltd. (Document #A05000000715) / Conversion of Limited Partnership to Newport Lakeside, LLC., a Florida limited liability company.

Dear Neysa:

This letter will follow up our conversation of this afternoon. Delivered with this letter is a check in the sum of \$45.00, representing the additional fee which you requested. If there is any problem with this filing, please call me directly at 305-428-5122. Thank you.

Sincerely,

HINSHAW & CULBERTSON LLP


Steven Carlyle Cronig

**CORPORATE
ACCESS,
INC.**

[When you need ACCESS to the world]

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAY 13 PM 4:12

WALK IN

PICK UP:

5/13 Emily

CERTIFIED COPY

PHOTOCOPY

CUS

FILING

Conversion

1.

Newport Pine tree and Lakeside 1, Ltd
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Please see enclosed letter but
be sure these are returned
to me! Thank You!

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NEWPORT PINETREE AND LAKESIDE I, LTD.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Partnership or Limited Liability Limited Partnership into an "Other Organization" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Omar Figueras
Contact Person
Hinshaw & Culbertson LLP.
Firm/Company
9155 South Dadeland Boulevard, Suite 1600
Address
Miami, Florida 33156
City, State and Zip Code
SCC@hinshawlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Cronig at (305) 428-5122
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 MAY 13 PM 4: 12

**CERTIFICATE OF CONVERSION FILED PURSUANT TO
FLORIDA STATUTES §620.2104**

CONVERTING

**NEWPORT PINETREE AND LAKESIDE I, LTD.
A FLORIDA LIMITED PARTNERSHIP**

INTO

**NEWPORT LAKESIDE, LLC.,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAY 13 PM 4: 12
A05-71

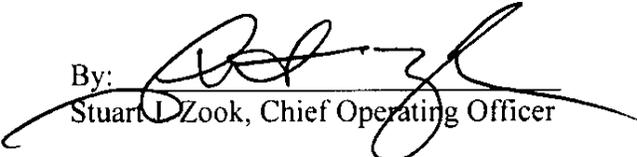
This Certificate of Conversion (this "Certificate") and the attached Articles of Organization ("Articles of Organization") are submitted to convert **Newport Pinetree and Lakeside I, Ltd.** (the "Florida Limited Partnership") into **Newport Lakeside, LLC.**, a Florida Limited Liability Company in accordance with Florida Statutes §608. The undersigned, being the Chief Operating Officer of Newport Pinetree and Lakeside I, Inc., which is the general partner of the Florida Limited Partnership, hereby makes, files, swears and avers as follows:

1. As Chief Operating Officer of the General Partner of the Florida Limited Partnership, I am empowered to execute this Certificate on behalf of the General Partner and the Florida Limited Partnership.
2. The name of the Florida Limited Partnership, immediately prior to the filing of this Certificate of Conversion, is "**Newport Pinetree and Lakeside I, Ltd.**" which is a Florida limited partnership formed on April 12, 2005 (Florida Document #A05000000715; FEI #20-2657808). One hundred percent (100%) of the general and limited partnership interests of the said Florida limited partnership have approved the conversion of the Florida Limited Partnership to a Florida limited liability company in accordance with Florida Statutes Chapter 620.2104.
3. The name of the Florida Limited Liability Company to result from the filing of this Certificate of Conversion is "**Newport Lakeside, LLC.**" The Articles of Organization of the Florida Limited Liability Company are attached hereto in accordance with Florida Statutes Chapter 608.
4. Neil S. Rollnick, having a place of business at c/o Hinshaw & Culbertson LLP, 9155 South Dadeland Boulevard, Suite 1600, Miami, Florida 33156, shall be the registered agent of Newport Lakeside, LLC. (the Registered Agent”).

5. The Federal Taxpayer Identification Number of the resulting Florida Limited Liability Company will continue to be 20-2657808.
6. This Certificate of Conversion shall be effective as of the date of filing.

WITNESS execution of this Certificate this 11th day of May 2011 at Miami, Florida.

Newport Pinetree and Lakeside I, Inc.*
a Florida corporation, General Partner

By: 
Stuart D. Zook, Chief Operating Officer

(Corporate Seal)

*Newport Pinetree and Lakeside I, Inc. is signing as a general partner of the converting limited partnership and as an authorized representative for the resulting limited liability company.

Prepared by:
Steven Carlyle Cronig, Esquire
Hinshaw & Culbertson LLP
9155 South Dadeland Boulevard
Suite 1600
Miami, Florida 33156
Telephone 305.358-7747

EXHIBIT A

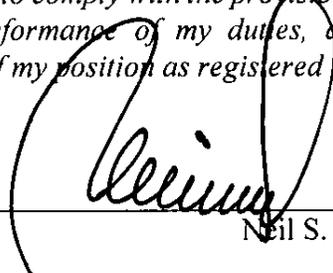
ARTICLES OF ORGANIZATION
OF NEWPORT LAKESIDE, LLC.

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
11 MAY 13 PM 6:12

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Newport Lakeside, LLC., a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida, and pursuant to Florida Statutes § 620.2104.

1. Name. The name of the limited liability company shall be "Newport Lakeside, LLC." (hereinafter the "Company"). [§608 407(1)(a)]
2. Street Address of Principal Office. The street address of the principal office of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)]
3. Mailing Address. The mailing address of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)].
4. Registered Agent. The name and address of the Registered Agent for the Company is Neil S. Rollnick, having a place of business at c/o Hinshaw & Culbertson LLP, 9155 South Dadeland Boulevard, Suite 1600, Miami, Florida 33156 [§608 407(1)(c)]

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608.F.S.



Neil S. Rollnick

[Signature of Registered Agent]

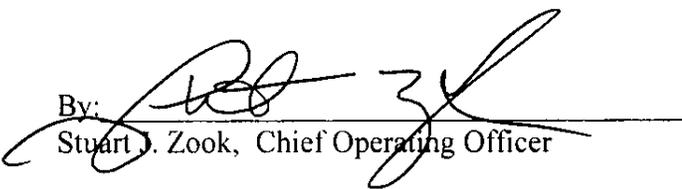
This instrument prepared by:
Steven Carlyle Cronig, Esquire
Hinshaw & Culbertson LLP
9155 South Dadeland Boulevard
Suite 1600
Miami, Florida 33156
Telephone (305) 358-7747

5. Management. The Company shall be managed by a Manager and therefore is a manager-managed company. Third parties hereby are notified that the following actions of the Company cannot occur without the prior written consent of LEM Funding XXII, L.P., a Delaware limited partnership and LEM Parallel XXII, L.P. a Delaware limited partnership: (i) the sale of the Company's real property; (ii) the refinancing of the mortgage financing encumbering the Company's real property; (iii) the replacement of the Manager or the addition of additional managers; and (iv) any amendment to these Articles of Organization or the Operating Agreement of the Company..

6. Continuation of Entity. The Company is a continuation, by conversion of form of business entity pursuant to Florida Statutes §620.2104 of a Florida limited partnership. The Federal Taxpayer Identification Number of the Company will continue to be 20-2657808.

IN WITNESS THEREOF, the undersigned, has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this ^{14th} day of May 2011.

Newport Pinetree and Lakeside, Inc.,
a Florida corporation, Manager.

By: 
Stuart J. Zook, Chief Operating Officer

(Corporate Seal)

(In accordance with §608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)