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M. Culligan JUN - 7 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BIG ORANGE REALTY - HOLLYWOOD, L.L.C.
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Andrew I. Lewis, Esq.
(Contact Person)

Eisinger, Brown, Lewis, Frankel & Chaiet, P.A.
(Firm/Company)

4000 Hollywood Boulevard, Suite 265-South
(Address)

Hollywood, FL 33021
(City, State and Zip Code)

daniel.kushner@citynational.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Andrew I. Lewis, Esq. at (954) 894-8000
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| ☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | ☐ \$155.00 Filing Fees
and Certificate of
Status | ☐ \$180.00 Filing Fees
and Certified Copy | ☐ \$185.00 Filing Fees,
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

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**Certificate of Conversion for
Florida General Partnership into
Florida Limited Liability Company**

This Certificate of Conversion is submitted to convert the following named Florida General Partnership into a Florida Limited Liability Company in accordance with Sections 620.8912, Florida Statutes, et seq. and Section 608.439, Florida Statutes.

1. The name of the Florida General Partnership, (the "Florida Partnership"), converting into a Florida Limited Liability Company, (the "Other Organization"), is: **BIG ORANGE REALTY - HOLLYWOOD** GP11-691
2. The Florida Partnership was first organized in the State of Florida on April 27, 1994, and has always been a Florida General Partnership since its inception.
3. The name of the Other Organization into which the Florida Partnership is converting is: **BIG ORANGE REALTY - HOLLYWOOD, L.L.C.**
4. The Other Organization is a Limited Liability Company, organized under the laws of the State of Florida.
5. The above-referenced Florida Partnership has converted into the Other Organization, a Florida Limited Liability Company, in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws governing the Other Organization.
6. The plan of conversion was approved by the converting Florida Partnership in accordance with the Revised Uniform Partnership Act of 1995 (Sections 620.81001, Florida Statutes, et seq.), and as required by the governing law of the Other Organization.
7. This conversion is effective upon the filing of this Certificate of Conversion and the Articles of Organization of the Other Organization.

Signed this 3rd day of February, 2011, by each of the undersigned, as both Partners of the Florida Partnership and Members of the Other Organization.


PETER J. SHULMAN, as a Partner of the
Florida Partnership and Member of the Other Organization


MARSHALL OHRING, as a Partner of the
Florida Partnership and Member of the Other Organization

**ARTICLES OF ORGANIZATION
FOR
BIG ORANGE REALTY - HOLLYWOOD, L.L.C.**

ARTICLE I.

Name

The name of the limited liability company, (the "Company"), is: **BIG ORANGE REALTY – HOLLYWOOD, L.L.C.**

ARTICLE II.

Mailing and Street Address

The mailing address and the street address of the principal office of the Company is 4620 North State Road 7, Building H, Lauderdale Lakes, Florida 33319.

ARTICLE III.

Registered Agent

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is EISINGER, BROWN, LEWIS, FRANKEL, CHAIET & KRUT, P.A., a Florida corporation, 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

IN WITNESS WHEREOF, the undersigned, being members of the Company, have executed these Articles of Organization this 3rd day of February, 2011 (in accordance with Section 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. Each of the undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes):



PETER J. SHULMAN, Member



MARSHALL OHRING, Member

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE III OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES, AND FURTHER ACKNOWLEDGES THAT SAID UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATION OF ITS POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.

DATED THIS 1st DAY OF June, 2011.

EISINGER, BROWN, LEWIS, FRANKEL & CHAIET,
P.A., a Florida corporation

By: _____

Print Name: Andrew I. Lewis

Title: Director

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