

# L11000075927

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D. BRUCE

JUN 30 2011

EXAMINER

# CARLTON FIELDS

ATTORNEYS AT LAW

ATLANTA  
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One Atlantic Center  
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404.815.3400  
404.815-3415 fax  
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June 28, 2011

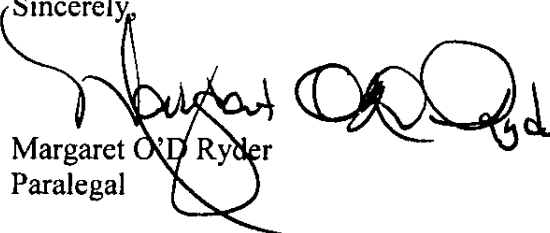
Florida Secretary of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Conversion of Daly Gamma Limited Partnership into Daly Gamma Limited LLC

Ladies and Gentlemen:

Attached hereto are the original executed Certificate of Conversion and Articles of Organization to convert Daly Gamma Limited Partnership, a Nevada limited partnership, into Daly Gamma Limited LLC, a Florida limited liability company. Also enclosed is this firm's check in the amount of \$185 made payable to the Florida Department of State, to cover the required filing fee. Please return to me the Certificate of Good Standing and Certified copy of the conversion filing in the enclosed self-addressed, stamped envelope. If you have any questions please call or e-mail me at (305) 539-7240, [MRyder@CarltonFields.com](mailto:MRyder@CarltonFields.com). Thank you.

Sincerely,

  
Margaret O'D Ryder  
Paralegal

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TALLAHASSEE, FLORIDA

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

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DALY GAMMA LIMITED PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED PARTNERSHIP

(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of NEVADA

(Enter state, or if a non-U.S. entity, the name of the country)

on JUNE 16, 2000

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

DALY GAMMA LIMITED, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

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TALLAHASSEE, FLORIDA

Signed this 21ST day of JUNE 2011

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: \_\_\_\_\_  
Printed Name: ALEXANDER D. DALY Title: MANAGING MEMBER

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: \_\_\_\_\_  
Printed Name: ALEXANDER D. DALY Title: GENERAL PARTNER AND  
MANAGING MEMBER

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION  
OF  
DALY GAMMA LIMITED, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is Daly Gamma Limited, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and registered office of the Company in the State of Florida is Leonardo D. Gravier, 201 Alhambra Circle, Suite S-901, Coral Gables, Florida 33134.

**ARTICLE IV. DURATION**

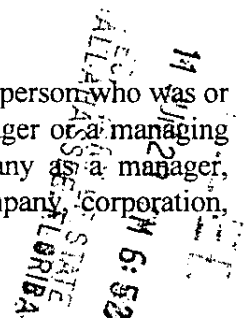
The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Company's Operating Agreement.

**ARTICLE V. MANAGEMENT**

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial managing member shall be Alexander D. Daly, 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129.

**ARTICLE VI. INDEMNIFICATION**


To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation,



partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on June 21, 2011.

  
Jerome Hesch, Esq.  
Authorized Representative

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CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 21st day of June, 2011.



4CPD

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Leonardo D. Grayier

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SECURITY OF STATE  
TALLAHASSEE, FLORIDA