

L11000089549

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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T. CLINE

AUG - 4 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Oceanmar Apartments, LLC
(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:

Thomas O. Wells, Esq.
(Contact Person)

Thomas O. Wells, P.A.
(Firm/Company)

540 Biltmore Way
(Address)

Coral Gables, FL 33134
(City, State and Zip Code)

mechelle@twellsllaw.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Thomas O. Wells at (305) 444-0016
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

of
Oceanmar Apartments, Inc., a Florida corporation,
into
Oceanmar Apartments, LLC, a Florida limited liability company


999-100342

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Oceanmar Apartments, Inc., a corporation organized under the laws of the State of Florida, into Oceanmar Apartments, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Section 607.1112, Florida Statutes.

1. Oceanmar Apartments, Inc., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on November 16, 1999, under Document Number P99000100342.
2. The name of the Florida limited liability company into which Oceanmar Apartments, Inc. will be converted is Oceanmar Apartments, LLC. The Articles of Organization of Oceanmar Apartments, LLC is attached to this Certificate of Conversion.
3. The conversion of Oceanmar Apartments, Inc., a Florida corporation, into Oceanmar Apartments, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of Oceanmar Apartments, Inc., a Florida corporation, into Oceanmar Apartments, LLC and the Articles of Organization of Oceanmar Apartments, LLC were approved by all of the shareholders and directors of Oceanmar Apartments, Inc. in accordance with the provisions of Sections 607.1112 and 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of Oceanmar Apartments, LLC is 7155 W. 14th Court, Hialeah, Florida 33010. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Oceanmar Apartments, LLC will be 65-0960898 which is the same Federal employer identification number of Oceanmar Apartments, Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. Oceanmar Apartments, LLC shall pay any shareholder of Oceanmar Apartments, Inc. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

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CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 25 day of July, 2011.



Martin H. Caparros, Jr., as President of Oceanmar
Apartments, Inc., a Florida corporation, and as
President and Manager of Oceanmar Apartments,
LLC, a Florida limited liability company

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
Oceanmar Apartments, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is Oceanmar Apartments, LLC (hereinafter, the "Company").

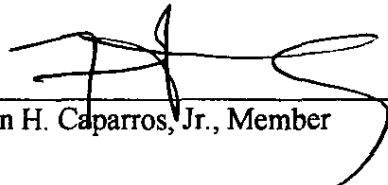
ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 7155 W. 14th Court, Hialeah, Florida 33010.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Martin Caparros, 15940 West Prestwick Place, Miami Lakes, Florida 33014.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 25th day of July, 2011.



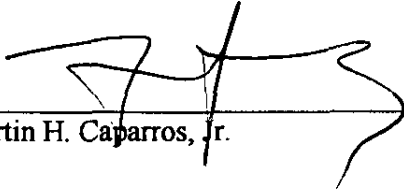
Martin H. Caparros, Jr., Member

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Oceanmar Apartments, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.



Martin H. Caparros, Jr.

Dated: July 25, 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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