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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

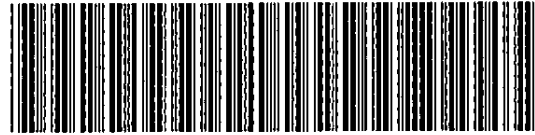
FCC Aviamar LLC
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Requester's Name

Address

656-8454

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GBFC Development Ltd
(Corporation Name) (Document #)

2. into
(Corporation Name) (Document #)

3. FCC Aviamar, LLC
(Corporation Name) (Document #)

4.
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other Conversion

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

CERTIFICATE OF CONVERSION

**for
GBFC DEVELOPMENT, LTD.,
a Florida limited partnership,**

AD-462

**into
FCC AVIAMAR, LLC,
a Florida limited liability company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert GBFC Development, Ltd., a Florida limited partnership, into FCC Aviamar, LLC, a Florida limited liability company, in accordance with §620.2104 and §608.439, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida limited liability company was GBFC Development, Ltd., a Florida limited partnership.
2. GBFC Development, Ltd. was formed under the laws of the State of Florida on March 14, 2000.
3. Effective as of the date of filing of this Certificate of Conversion with the Florida Department of State, GBFC Development, Ltd. will convert into a Florida limited liability company, the name of which, as set forth in the attached Articles of Organization, shall be FCC Aviamar, LLC, and the principal office of which shall be located at 8156 Fiddler's Creek Parkway, Naples, Florida 34114.
4. The Plan of Conversion dated as of the date hereof, relating to the conversion contemplated hereby, has been approved by the general partner and limited partner of GBFC Development, Ltd. in accordance with Chapter 620, Florida Statutes.
5. The conversion contemplated hereby complies with all applicable laws relating to limited partnerships and limited liability companies organized under the laws of the State of Florida.
6. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

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IN WITNESS WHEREOF, each of GBFC Development, Ltd. and FCC Aviamar, LLC, has caused this certificate to be signed by its authorized person this 12 day of September, 2011.

GBFC DEVELOPMENT, LTD.,
a Florida limited partnership

By: GBFC Development, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FCC AVIAMAR, LLC
a Florida limited liability company

By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Manager and President *and not individually*

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**ARTICLES OF ORGANIZATION
OF
FCC AVIAMAR, LLC
UNDER THE
FLORIDA LIMITED LIABILITY COMPANY ACT**

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

ARTICLE I – NAME

The name of the Limited Liability Company is FCC Aviamar, LLC.

ARTICLE II – ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is:

FCC Aviamar, LLC
c/o Gulf Bay Group of Companies
8156 Fiddler's Creek Parkway
Naples, Florida 34114

**ARTICLE III –
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE**

The name and address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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 the 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.

Corporation Service Company

By: *Karin L. Dunn*

Karin L. Dunn, Assistant VP

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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. 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of FCC Aviamar, LLC, this 12th day of Sept, 2011.

FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: *Aubrey J. Ferrao*
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not*
individually

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