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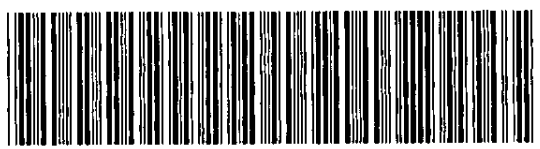
(Business Entity Name)

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NAME:

WATSON BRICKELL DEVELOPMENT, LLC

TYPE OF FILING: CONVERSION

COST: 55.00

RETURN: CERTIFIED COPY PLEASE

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Attoch

**ARTICLES OF CONVERSION
FOR
WATSON BRICKELL DEVELOPMENT, LLC., f/k/a WATSON INVESTIGATIONS,
LLC,
A FLORIDA LIMITED LIABILITY COMPANY
INTO
WATSON BRICKELL DEVELOPMENT, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

The undersigned, being duly authorized, on behalf of **WATSON BRICKELL DEVELOPMENT, LLC., f/k/a WATSON INVESTIGATIONS, LLC**, a Florida limited liability company (the "Converting LLC"), and for the purpose of converting the Converting LLC from a Florida limited liability company into a Delaware limited liability company pursuant to § 605.1045 of the Florida Revised Limited Liability Company Act (the "FLLCA"), certifies that:

1. The name of the Converting LLC immediately prior to the filing of this Articles of Conversion was **WATSON BRICKELL DEVELOPMENT, LLC**.
2. The Converting LLC was first formed under the laws of the State of Florida on September 30, 2011.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is **WATSON BRICKELL DEVELOPMENT, LLC**, a Delaware limited liability company (the "Resulting LLC").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 605 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes governing limited liability companies.
5. The Agreement and Plan of Conversion was approved in accordance with §§ 605.1041 – 605.1046 of the FLLCA.
6. The Resulting LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce the obligations of the Converting LLC. For purposes of § 605.0117 and Chapter 48, the Department of State may contact the Resulting LLC at 4100 N.E. 2nd Avenue, #307-308, Miami, Florida 33137.
7. The Resulting LLC has agreed to pay any members having appraisal rights the amount to which they are entitled under § 605.1006 and §§ 605.1061 – 605.1072 of the FLLCA.
8. The principal office address of **WATSON BRICKELL DEVELOPMENT, LLC**, shall be 4100 N.E. 2nd Avenue, #307-308, Miami, Florida 33137.

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9. The effective date of the conversion shall be the date of the filing of these Articles of Conversion with the Department of State of the State of Florida.

[Signatures appear on following page]

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IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion, on behalf of the Converting LLC, as of this 5th day of February, 2016.

WATSON BRICKELL DEVELOPMENT,
LLC., f/k/a WATSON
INVESTIGATIONS, LLC

By: Rock Investment Brickell Holdings,
LLC, a Delaware limited liability company,
its Manager



Francis H. Scola, III, its Manager

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