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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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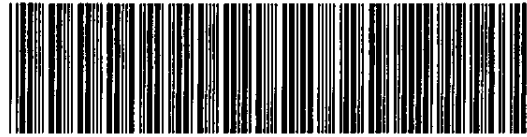
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Cullen DEC 27 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pinecrest Holdings I, 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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CERTIFICATE OF CONVERSION

of
Pinecrest Holdings I, Corp., a Florida corporation,
into
Pinecrest Holdings I, LLC, a Florida limited liability company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Pinecrest Holdings I, Corp., a corporation organized under the laws of the State of Florida, into Pinecrest Holdings I, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. Pinecrest Holdings I, Corp., 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 August 7, 2002, under Document Number P02000085475.
2. The name of the Florida limited liability company into which Pinecrest Holdings I, Corp. will be converted is Pinecrest Holdings I, LLC. The Articles of Organization of Pinecrest Holdings I, LLC are attached to this Certificate of Conversion.
3. The conversion of Pinecrest Holdings I, Corp., a Florida corporation, into Pinecrest Holdings I, 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 Pinecrest Holdings I, Corp., a Florida corporation, into Pinecrest Holdings I, LLC and the Articles of Organization of Pinecrest Holdings I, LLC were approved by all of the shareholders and directors of Pinecrest Holdings I, Corp., 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 Pinecrest Holdings I, LLC is 9650 SW 68th Avenue, Pinecrest, FL 33156. 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 Pinecrest Holdings I, LLC will be 04-3711925 which is the same Federal employer identification number of Pinecrest Holdings I, Corp.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. Pinecrest Holdings I, LLC shall pay any shareholder of Pinecrest Holdings I, Corp. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.



IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 6th day of December, 2011.



Carlos A. Valdes, as President of Pinecrest
Holdings I, Corp., a Florida corporation, and as
President and Manager of Pinecrest Holdings I,
LLC, a Florida limited liability company



ARTICLES OF ORGANIZATION
OF
Pinecrest Holdings I, 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 Pinecrest Holdings I, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 9650 SW 68th Avenue, Pinecrest, Florida 33156.

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 Carlos A. Valdes, 9650 SW 68th Avenue, Pinecrest, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 16th day of December, 2011.



Carlos A. Valdes, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Pinecrest Holdings I, 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.



Carlos A. Valdes

Dated: 12/16/11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA