

L12000049913

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

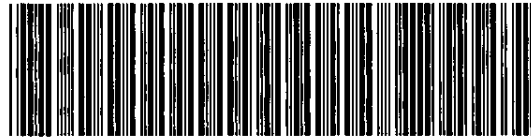
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APR 12 2012

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Division Street Associates, 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:

Lance A. Ragland, Esq.
(Contact Person)

Winderweedle, Haines, Ward & Woodman, P.A.
(Firm/Company)

329 Park Avenue North, 2nd Floor
(Address)

Winter Park, FL 32789
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Lance A. Ragland at (407) 423-4246
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" 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

WINDERWEEDLE, HAINES,
WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

MAIN TELEPHONE (407) 423-4246
WWW.WHWW.COM

Please Reply To:

Winter Park Office

Lance A. Ragland
Direct Dial: (407) 246-6576
E-mail: lragland@whww.com

April 6, 2012

Registration Section
ATTN: Brenda, Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Division Street Associates, LLC

Dear Brenda:

Enclosed please find a Certificate of Conversion and Articles of Organization for Division Street Associates, LLC, along with a check in the amount of \$155.00 for the filing fee and a Certificate of Status. I have also enclosed a pre-stamped return envelope for your convenience.

Last week my assistant, Debbie, spoke with you regarding this particular New Jersey general partnership we are converting to an LLC. After explaining to you that there is no registration requirement for a New Jersey general partnership, you allowed us to omit Paragraph 7 from the conversion form. You also requested that we mail the documents directly to you since you would be aware of the situation. I really appreciate your time and effort on this matter.

If you should have any questions or concerns, please do not hesitate to contact me. Thank you.

Sincerely,



Lance A. Ragland

LAR/djl
Enclosures
cc: David Gurfein

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:

Division Street Associates

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general 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 New Jersey

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

on January 1, 1988

(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**:

Division Street Associates, LLC

(Enter Name of Florida Limited Liability Company)

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

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

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Signed this 1st day of April 20 12

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Neal S. Cohen
Printed Name: Neal S. Cohen Title: Manager

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Neal S. Cohen
Printed Name: Neal S. Cohen Title: General Partner

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
FOR
DIVISION STREET ASSOCIATES, LLC**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, acting as the organizer of DIVISION STREET ASSOCIATES, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is DIVISION STREET ASSOCIATES, LLC.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this Company is 708 Third Avenue, Suite 3110, New York, New York 10017.

**ARTICLE III
REGISTERED OFFICE ADDRESS,
INITIAL REGISTERED AGENT**

The address of the initial registered office of this Company is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801, and the name of the initial registered agent of this Company at that address is WHWW, INC., a Florida corporation.

**ARTICLE IV
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement and the initial manager of the Company shall be NEAL S. COHEN.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 1st day of April, 2012.

Neal S. Cohen
Neal S. Cohen, Organizer

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 in Chapter 608, Fla. Stat.

WHWW, INC., a Florida corporation

By: Lance A. Ragland
Lance A. Ragland, Vice President

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