

L12000063824

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

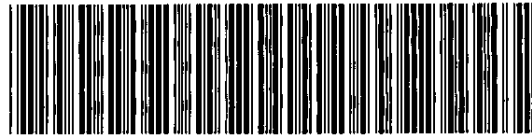
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/11/12--01001--011 **180.00

RECEIVED
12 MAY 10 PM 4: 33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
1201 GUY WALKER, FLORIDA

FILED
12 MAY 10 AM 9: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY 11 2012
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 05/10/2012

REF. #: 000409.166297

CORP. NAME: 2425, LTD. into 2425, LLC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 544374 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted as of May 10, 2012 to convert the following "Other Business Entity" into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **2425, LTD.** *AD3 000001380*

2. The Other Business Entity is a Florida limited partnership, formed under the laws of the State of Florida on September 23, 2003.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **2425, LLC**

4. The conversion shall be effective upon the filing of this Certificate of Conversion, and the attached Articles of Organization shall also be effective as of said date.

5. The conversion is permitted by the applicable law governing the Other Business Entity and the conversion complies with such law and with the requirements of §608.439, Florida Statutes, in effecting the conversion.

6. The Other Business Entity currently exists on the official records of the State of Florida under which it is currently organized.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion as of the date first above written.

OTHER BUSINESS ENTITY:

2425, LTD.,
a Florida limited partnership

By: 2425, INC.,
a Florida corporation,
its sole general partner

By: _____
Name: R. Anthony Goldman
Title: Vice President

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY:

2425, LLC,
a Florida limited liability company

By: _____
Name: R. Anthony Goldman
Title: Authorized Representative

**ARTICLES OF ORGANIZATION
OF
2425, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is:

2425, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company are:

2425, LLC
c/o Goldman Properties
804 Ocean Drive, 2nd Floor
Miami Beach, Florida 33139

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Company's initial registered agent are:

Marlo S. Courtney
2425, LLC
c/o Goldman Properties
804 Ocean Drive, 2nd Floor
Miami Beach, Florida 33139

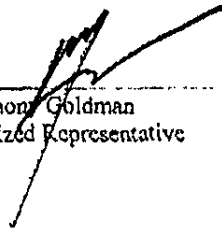
[Signature(s) on following page(s).]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of
May 10, 2012.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 
Name: R. Anthony Goldman
Title: Authorized Representative


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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **2425, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 10, 2012.



Marlo S. Courtney

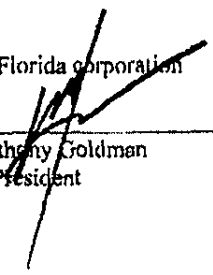
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WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

2425, INC., a Florida corporation organized on September 23, 2003 (the "Corporation"), hereby grants permission and approves the filing of the Articles of Organization in Florida for the following limited liability company:

2425, LLC

The undersigned, being an authorized officer of the Corporation, has executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation this 10th day of May, 2012.

2425, INC., a Florida corporation
By: 
Name: R. Anthony Goldman
Title: Vice President