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May 15, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Valley Properties Partnership, LLP
Our File No. 207396.01

Dear Sir/Madam:

The enclosed Certificate of Conversion and Articles of Organization are submitted to convert the above referenced entity (Other Business Entity) into a "Florida Limited Liability Company"

A check in the amount of \$150.00 is enclosed for the filing fees (\$25.00 for Conversion and \$125.00 for Articles of Organization).

Kindly return all correspondence concerning this matter to the attention of the undersigned. Thank you.

Sincerely,

THERREL BAISDEN, P.A.

By: _____

Mark M. Hasner

MMH/rav
Enclosures

**CERTIFICATE OF CONVERSION
FOR
VALLEY PROPERTIES PARTNERSHIP, LLP
INTO
VALLEY PROPERTIES PARTNERSHIP, LLC**

The 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 Florida Statute Section 608.439.

1. The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is VALLEY PROPERTIES PARTNERSHIP, LLP.
2. The "Other Business Entity" is a limited liability partnership first organized, formed or incorporated under the laws of the State of Florida on November 21, 2002.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is VALLEY PROPERTIES PARTNERSHIP, LLC.
4. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of Section 608.439, F.S., in effecting the conversion.

The undersigned authorized representative of the members of VALLEY PROPERTIES PARTNERSHIP, LLC, hereby executes this Certificate of Conversion on this 14th day of May, 2012.

Mark M. Hasner, authorized representative

The undersigned Director of VALLEY PROPERTIES PARTNERSHIP, LLP, hereby executes this Certificate of Conversion on this 14th day of May, 2012.

Samuel E. Leder, Manager of Leder Group #2, LLC, a Delaware limited liability company, General Partner of Leder Group Enterprises #2, Ltd., a Florida limited partnership, Managing Partner

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**ARTICLES OF ORGANIZATION
FOR
VALLEY PROPERTIES PARTNERSHIP, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is **VALLEY PROPERTIES PARTNERSHIP, LLC**

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 4755 Technology Way, Suite 203, Boca Raton, Florida 33431.

**ARTICLE III
Duration**

This limited liability company shall have a perpetual existence.

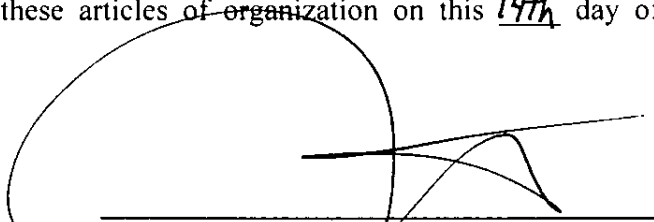
**ARTICLE IV
Registered Agent**

The street address of the initial registered office of the Limited Liability Company shall be SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131 and the name of the initial registered agent of the Limited Liability Company at that address is Mark M. Hasner, Esq.

**ARTICLE V
Manager-Managed Company**

The Limited Liability Company is to be managed by one or more managers and is therefore a manager-managed company.

The undersigned authorized representative of the members of **VALLEY PROPERTIES PARTNERSHIP, LLC**, hereby executes these articles of organization on this 14th day of May, 2012.



Mark M. Hasner, authorized representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATED A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **VALLEY PROPERTIES PARTNERSHIP, LLC.**

2. The name and the Florida street address of the registered agent and office are:

Mark M. Hasner, Esquire
Therrel Baisden, P.A.
SunTrust International Center
One S.E. 3rd Avenue, Suite 2950
Miami, Florida 33131

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 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 for in Chapter 608, F.S.



Mark M. Hasner