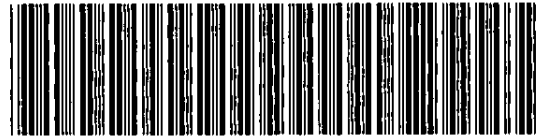


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600240211926

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

W12000056165

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 NOV -2 PM 4:31
NOTIFICATION
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

APPROVED
AND
FILED
12 NOV -2 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 06 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 409114 4983A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$25.00

ORDER DATE : November 2, 2012
ORDER TIME : 3:55 PM
ORDER NO. : 409114-010
CUSTOMER NO: 4983A

CONVERSION FILING

NAME: BRAMAN-LEIBOWITZ COLORADO REAL ESTATE ASSOCIATES, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 52949

EXAMINER'S INITIALS:

Ale 3rd

12 NOV -2 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Braman-Leibowitz Colorado Real Estate Associates, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Braman-Leibowitz Colorado Real Estate Associates, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

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

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a member of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: November 2, 2012

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 NOV -2 AM 11:47

APPROVED
AND
FILED

8. This conversion shall be effective in Florida on: November 2, 2012
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

2700 Centerville Road, Suite 400, Wilmington, DE 19808

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

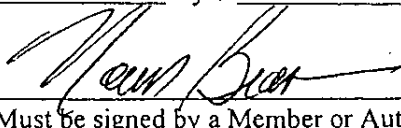
Street Address: 2060 Biscayne Boulevard, Second Floor

Miami, FL 33137

Mailing Address: Same as above

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 2nd day of November, 2012

Signature: 

Must be signed by a Member or Authorized Representative.

Printed Name: Norman Braman Title: Member

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED