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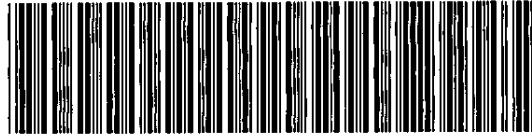
(Business Entity Name)

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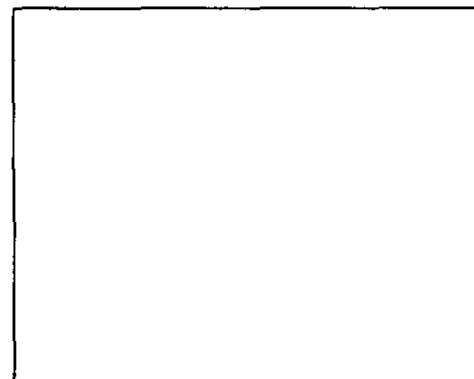
12/28/12--01018--008 **1093.75

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CORPORATION
2012 DEC 28 PM 12:23
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ENTITY NAME:

BEMA-ACRI PROPERTIES, LLC

CK# 5950 FOR \$ 1093.75 (\$180.00 for this filing)

FILED
12 DEC 28 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

EFFECTIVE DATE 12/31/2012

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
BEMA-ACRI PROPERTIES CORP.
INTO
BEMA-ACRI PROPERTIES, LLC

EFFECTIVE DATE 12/31/2012

This Certificate of Conversion and attached Articles of Organization are submitted to convert BEMA-ACRI PROPERTIES CORP. into BEMA-ACRI PROPERTIES, LLC in accordance with Section 608.439 and 607.1112, Florida Statutes.

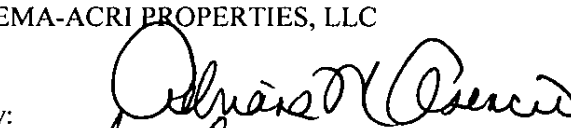
1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is: BEMA-ACRI PROPERTIES CORP. P01000015429
2. BEMA-ACRI PROPERTIES CORP. is a corporation organized under the laws of the State of Florida on February 9, 2001 and assigned Document No. P01000015429.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be BEMA-ACRI PROPERTIES, LLC. Its principal place of business and mailing address shall be 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146.
4. The conversion is permitted in accordance with Sections 608.439 and 607.1112 of the Florida Statutes.
5. The conversion was approved by BEMA-ACRI PROPERTIES CORP. in accordance with Section 607.1112 of the Florida Statutes.
5. All shareholders of BEMA-ACRI PROPERTIES CORP. approved the conversion and it is therefore unnecessary for BEMA-ACRI PROPERTIES, LLC to pay appraisal rights.
6. The effective date of this Certificate of Conversion shall be December 31st, 2012.

IN WITNESS WHEREOF, the undersigned being the President of BEMA-ACRI PROPERTIES CORP. and the Managers of BEMA-ACRI PROPERTIES, LLC, make and file this Certificate of Conversion and declare and certify that the facts herein stated are true and correct all on this 26 day of December, 2012.

BEMA-ACRI PROPERTIES CORP.

By: 
JORGE L. ASENSIO, President

BEMA-ACRI PROPERTIES, LLC

By: 
ADRIANA MARIA ASENSIO, Manager

By: 
MARIA D. ASENSIO-HEYNA, Manager

ARTICLES OF ORGANIZATION OF
BEMA-ACRI PROPERTIES, LLC

(Effective 12/31/2012)

EFFECTIVE DATE 12/31/2012

ARTICLE I

NAME

The name of this Limited Liability Company shall be BEMA-ACRI PROPERTIES, LLC (the "Company").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be c/o 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146, and such other place or places as the member from time to time may determine. The mailing address of the Company is c/o 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146.

ARTICLE III

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and addresses of the managers who will serve as managers until the first annual meeting of members or until their successors are elected and qualified in accordance with the Operating Agreement or applicable law are:

Adriana Maria Asencio
1500 San Remo Ave. Suite 125
Coral Gables, FL 33146

Maria Dolores Asencio-Heyna
1500 San Remo Ave. Suite 125
Coral Gables, FL 33146

ARTICLE V
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 26 day of December, 2012, effective upon filing same with the Florida Department of State.

BEMA-ACRI PROPERTIES, LLC

BY:

Leslie A. Share, Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

BEMA-ACRI PROPERTIES, LLC
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Leslie A. Share, Vice President

Date: December 26, 2012