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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

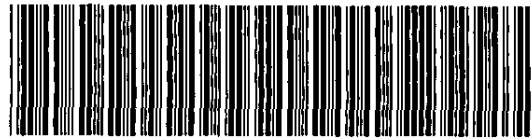
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special instructions to Filing Officer:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 AUG -1 AM 10:45
NOT REFERRED
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SUFFICIENCY OF FILING

FILED
13 AUG -1 PM 2:57
DEPT. OF STATE
DIVISION OF CORPORATIONS

AUG 01 2013
D. BUTLER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 747233 81372A
AUTHORIZATION : [Signature]
COST LIMIT : \$ 130.00

ORDER DATE : August 1, 2013
ORDER TIME : 10:21 AM
ORDER NO. : 747233-005
CUSTOMER NO: 81372A

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DOMESTIC AMENDMENT FILING

NAME: 5959 REALTY ASSOCIATES

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:

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

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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:

5959 Realty 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 Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on January 1, 1987
(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:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

5959 Realty Associates, LLC
(Enter Name of Florida Limited Liability Company)

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

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 25 day of July 2013.

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: Howard Goldman
Printed Name: Howard Goldman 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: Howard Goldman
Printed Name: Howard Goldman 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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NOTARIAL PUBLIC OFFICE

**ARTICLES OF ORGANIZATION
OF
5959 REALTY ASSOCIATES, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be 5959 Realty Associates, LLC, ("LLC") and its mailing address and street address of the principal office shall be at located at 4207 University Drive, City of Coral Gables, County of Miami-Dade, State of Florida 33146, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 2800 Ponce de Leon Boulevard, Suite 800, County of Miami-Dade, State of Florida, 33134, and the name of the company's initial registered agent at that address is Nicholas E. Christin

ARTICLE III

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which LLC is authorized to transact, shall be as follows:

- (1) To engage and conduct business for profit in the State of Florida including, but not limited to, real estate.
- (2) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

(3) To purchase or otherwise acquire, undertake, carry on, mortgage, borrow and lend money, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this LLC is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(4) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(5) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

(6) Any and all lawful business.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

MANAGEMENT

The LLC shall be managed by the Manager. The LLC is a Manager-Managed Company. The name and addresses of the initial Manager is HOWARD GOLDMAN of 5959 N.W. 37th Avenue, Miami, FL 33142 ("Manager"), who shall serve until there are no remaining original Managers, at which time a successor manager(s) will be elected by the members.

All decisions and action by the Manager shall be by unanimous decision of the Manager(s).

ARTICLE V

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EXERCISE OF POWERS

All LLC powers shall be exercised by or under the authority of the Operating Agreement and the business and affairs of this LLC shall be managed under the direction of the Manager of this LLC. This Article may be amended from time to time in the regulations of the LLC by the unanimous vote of the Manager(s) of the LLC.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Manager shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the LLC.

A member's interest in the LLC may not be sold or otherwise transferred except with the written consent of the Manager.

ARTICLE VII

REMOVAL, RESIGNATION AND WITHDRAWAL OF MEMBERS

It is hereto agreed that a member shall be entitled to withdraw from the LLC for any reason, so long as the withdrawing member either transfers his interest to the LLC or transfers his interest to a third party only with the written consent of the Manager.

In the event of the withdrawal of any member from the LLC, the members hereto agree that the withdrawing member shall retain no right to dissolve the LLC or to sell the LLC assets. It is further agreed that all remaining members shall be entitled to continue the LLC and shall not owe any duty to transfer the LLC's assets to the withdrawing member.

The Manager may remove another member, without having to possess, state or approve cause.

A member may resign by providing written notice to the Manager using the means of notice stated in the company's operating agreement for giving notice to the Manager. If the operating agreement does not specify a means of giving notice, the member must give notice by a means sufficient under the laws of the State of Florida for service of process. The resignation of a member shall take effect thirty (30) days after the date that the member gave notice to the Manager, or at a later date stated in the notice of resignation.

ARTICLE VIII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the LLC, the Manager shall have the right to admit additional members and to continue the business.

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FEDERAL BUREAU OF INVESTIGATION

ARTICLE IX

DURATION

This LLC shall exist until dissolved in a manner provided by law.

To avoid dissolution under this section, the LLC must have at least two (2) remaining members. If a disassociation leaves the LLC with only one (1) remaining member, that member may admit an additional member in order to continue the LLC within a reasonable time as proscribed by the laws of the state of Florida.

ARTICLE X

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the LLC's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

ARTICLE XI

INSURANCE

The LLC may purchase and maintain insurance on behalf of a member in that member's official capacity and any liability asserted against and incurred by the member in or arising from that capacity, whether or not the LLC would have been required to indemnify the member against the liability.

ARTICLE XII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

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NOTARY PUBLIC

If a provision of these Articles of Organization differs from a provision of the LLC's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

Executed by the undersigned at Miami-Dade County, Florida on July 25, 2013, 2013.


HOWARD GOLDMAN, Manager

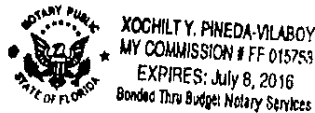
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared HOWARD GOLDMAN, Organizer, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 25 day of July, 2013.


Notary Public

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent 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 am familiar with and accept the obligations of my position as Registered Agent.

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MIAMI-DADE COUNTY

Executed by the undersigned at Miami-Dade County, Florida on August 1, 2013.

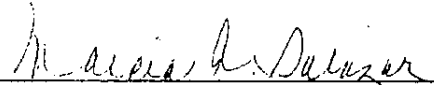


NICHOLAS E. CHRISTIN

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 1st day of August, 2013.



Notary Public
State of Florida at Large

My Commission Expires:

