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APPROVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSHINE CORPORATE FILING of FLORIDA, INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

COVER LETTER

DATE: 12-15-15

WALK IN

ENTITY

NAME: 801 Building Joint Venture LLC

(NAME AVAILABLE? ☒)

CORRECT FORM ☒)

PLEASE FILE THE ATTACHED AND RETURN:

☐ PLAIN COPY

☒ CERTIFIED COPY

CHECK # 2451 2079

AMOUNT: \$80.00

PLEASE CONTACT TINA AT 850-508-1891 WITH ANY
QUESTIONS OR CORRECTIONS!

THANK YOU!

TINA GOFF, PRESIDENT

SUNSHINE CORPORATE & FILING SERVICES, INC.

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AND
FILED

15 DEC 15 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The Articles 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.605.1045, Florida
Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
801 Building Joint Venture LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability 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
on June 7, 2000
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

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

801 Building Joint Venture LLC

(Enter Name of Florida Limited Liability Company)

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

(The effective date: 1) cannot be prior to date of receipt or filed date 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.**)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

APPROVED
AND
FILED

Signed this 14th day of December 2015.

15 DEC 15 PM 2:18

Signature of Authorized Representative of Limited Liability Company:

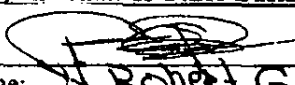
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature of Authorized Representative: 

Printed Name: Robert G. Berkin

Title: General Partner

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: 

Printed Name: Robert G. Berkin

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:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

PLAN OF CONVERSION

THIS PLAN OF CONVERSION ("Plan"), dated as of December __, 2015, is made to convert **801 Building Joint Venture LLP**, a Florida limited liability partnership (the "Converting Company"), to **801 Building Joint Venture LLC**, a Florida limited liability company (the "Surviving Company"). This Plan is executed pursuant to the Florida Revised Uniform Partnership Act ("FRUPA") and the Florida Revised Limited Liability Company Act ("FRLICA").

SECTION 1. TERMS AND CONDITIONS OF CONVERSION; EFFECT OF CONVERSION.

(a) The conversion shall become effective upon the date (the "Effective Date") set forth in the Certificate of Conversion (as defined in Section 3). On the Effective Date, the Converting Company shall convert into the Surviving Company (the "Conversion"). In no event shall the Effective Date be a date later than that permitted by the FRUPA or the FRLICA.

(b) Pursuant to the Conversion, the articles of organization attached as Exhibit A shall be the articles of organization of the Surviving Company.

(c) From and after the Effective Date, the General Partner of the Converting Company shall be the Manager of the Surviving Company.

(d) The offices and facilities of the Converting Company immediately prior to the Effective Date shall continue as the established offices and facilities of the Surviving Company on and after the Effective Date. The principal address and mailing address of the Converting Company located at 4601 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146-2112 shall continue as the principal address and mailing address of the Surviving Company on and after the Effective Date. The registered agent of the Surviving Company shall be Robert G. Berrin, with a registered office at 4601 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146-2112.

(e) Each partner's interest in the Converting Company shall automatically convert to membership units in the Surviving Company.

SECTION 2. CONDITIONS PRECEDENT; PARTNERSHIP APPROVAL.

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders, and approvals, and satisfaction of all other requirements prescribed by law, that are necessary for the consummation of the Conversion (and such other transactions), including without limitation, Chapter 620, F.S.

SECTION 3. FILING.

If all of the conditions contemplated in Section 2 have been satisfied in accordance with Section 2, and this Plan has not have been terminated as provided in Section 4, the Converting Company shall cause a Certificate of Conversion meeting the requirements of Section 620.8914,

F.S. (the "Certificate of Conversion") to be properly executed and filed with the Florida Department of State.

SECTION 4. TERMINATION AND AMENDMENT.

(a) At any time prior to the filing of the Certificate of Conversion with the Florida Department of State, this Plan may be terminated by the partners of the Converting Company. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan (or its termination) on the Converting Company, its partners, or any of the Converting Company's directors, officers, employees, agents, assigns, or successors.

(b) This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Certificate of Conversion by the Converting Company with the Florida Department of State.

SECTION 5. CONSTRUCTION OF TERMS. All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require. References herein to a "Section" without reference to the FRUPA or the FRLICA refer to the corresponding Section of this Plan.

SECTION 6. GOVERNING LAW. This Plan shall be governed by the laws of the State of Florida.

[Signature on following page]

IN WITNESS WHEREOF, the Converting Entity has caused this Plan to be duly executed on its behalf by its President, as of the date first above written.

801 Building Joint Venture LLP, a
Florida limited liability partnership

By: 
Robert G. Berrin, General Partner

APPROVED
AND
FILED

15 DEC 15 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
ARTICLES OF ORGANIZATION
(See Attached)

APPROVED
AND
FILED

15 DEC 15 PM 2:13

**ARTICLES OF ORGANIZATION
OF
801 BUILDING JOINT VENTURE LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is 801 Building Joint Venture LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and principal office address of the Company shall be 4601 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146-2112.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of the Company in the State of Florida is Robert G. Berrin, 4601 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146-2112.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. MANAGEMENT

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement, if any, adopted by the members for the management of the business and affairs of the Company. The initial Manager of the Company will be Robert G. Berrin, 4601 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146-2112.


ARTICLE VI. INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of the Company or of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and

in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had a reasonable cause to believe his/her conduct was lawful or had no reasonable cause to believe such conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on December 14, 2015.


Robert G. Berrin
Authorized Representative

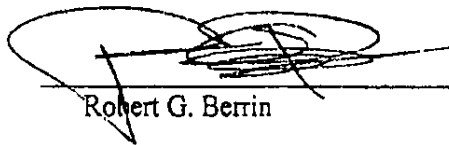
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF REGISTERED AGENT

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

Dated this 14th day of December, 2015.


Robert G. Berrin

APPROVED
AND
FILED

15 DEC 15 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA