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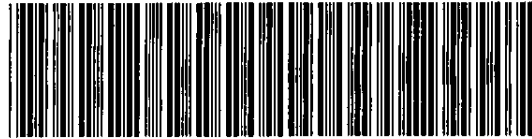
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**DATE: 6/19/17**

**NAME: AQUA PALMS, LLC**

**TYPE OF FILING: CONVERSION**

**COST: 25.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

A handwritten signature in cursive script, appearing to read "Abbie Hodge", is written over the printed name "ABBIE/PAUL HODGE".

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ARTICLES OF CONVERSION  
FOR  
AQUA PALMS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
AQUA PALMS, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY

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The undersigned, being duly authorized, on behalf of AQUA PALMS, LLC, a Florida limited liability company (the "Converting LLC"), and for the purpose of converting the Converting LLC from a Florida limited liability company into a Delaware limited liability company pursuant to § 605.1045 of the Florida Revised Limited Liability Company Act (the "FLLCA"), certifies that:

1. The name of the Converting LLC immediately prior to the filing of this Articles of Conversion was AQUA PALMS, LLC.
2. The Converting LLC was first formed under the laws of the State of Florida on May 9, 2017.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is AQUA PALMS, LLC, a Delaware limited liability company (the "Resulting LLC").
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 605 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes governing limited liability companies.
5. The Agreement and Plan of Conversion was approved in accordance with §§ 605.1041 – 605.1046 of the FLLCA.
6. The Resulting LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce the obligations of the Converting LLC. For purposes of § 605.0117 and Chapter 48, the Department of State may contact the Resulting LLC at 15500 New Barn Road, #104, Miami Lakes, FL 33014.
7. The Resulting LLC has agreed to pay any members having appraisal rights the amount to which they are entitled under § 605.1006 and §§ 605.1061 – 605.1072 of the FLLCA.
8. The principal office address of AQUA PALMS, LLC, shall be 15500 New Barn Road, #104, Miami Lakes, FL 33014.
9. The effective date of the conversion shall be the date of the filing of these Articles of Conversion with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion, on behalf of the Converting LLC, as of this 19<sup>th</sup> day of June 2017.

**AQUA PALMS, LLC**

By: [Signature]  
Name: Gustavo Alfonso  
Title: Manager

By: [Signature]  
Name: Edward Farah  
Title: Manager

By: FVP Aqua Palms GP, LLC, its Manager

By: [Signature]  
Name: Gustavo Alfonso  
Title: Manager

By: [Signature]  
Name: Edward Farah  
Title: Manager

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