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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

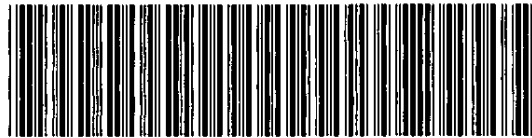
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B. KOHR

JUN 29 2011

EXAMINER



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11 JUN 29 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 JUN 29 PM 1:21



CORPORATION SERVICE COMPANY

FILED
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DIVISION OF CORPORATIONS
11 JUN 29 PM 1:21

ACCOUNT NO. : I20000000195

REFERENCE : 829505 4324759

AUTHORIZATION :

COST LIMIT : \$ 130

[Handwritten signature]

ORDER DATE : June 28, 2011

ORDER TIME : 9:08 AM

ORDER NO. : 829505-005

CUSTOMER NO: 4324759

FOREIGN FILINGS

NAME: FDG AVENUES II LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

June 28, 2011

In compliance with Section 608.503, Florida Statutes, the following is submitted to register FDG Avenues II LLC (the "Foreign Limited Liability Company") to transact business in the state of Florida.

1. The name of the Foreign Limited Liability Company is FDG Avenues II LLC.
2. The Foreign Limited Liability Company is organized under the laws of the state of Delaware.
3. The Foreign Limited Liability Company was organized under the laws of the State of Texas on June 9, 2011 and converted to a Delaware limited liability company on June 25, 2011.
4. The Foreign Limited Liability Company will have perpetual existence.
5. As of the date hereof, the Foreign Limited Liability Company has not transacted business in the state of Florida.
6. The street address of the principal office of the Foreign Limited Liability Company is 2855 S. Lejeune Road, 4th Floor, Coral Gables, FL 33134.
7. The Foreign Limited Liability Company does not have managers and is managed by its sole member.
8. The name and business address of the sole member of the Foreign Limited Liability Company is as follows:

Flagler Development Company, LLC
2855 S. Le Jeune Road, 4th Floor
Coral Gables, FL 33134

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State of the State of Delaware.
10. The nature of business or purposes to be conducted or promoted in Florida include any and all lawful purposes or business.

[Signature page follows.]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 29 PM 1:21

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of this 28th day of June, 2011. The undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in § 817.155, F.S.

**FLAGLER DEVELOPMENT COMPANY, LLC, a
Florida limited liability company**

By: FECI Company, a Florida corporation
Its: Sole Member

By: 
Name: Juan Godoy
Title: Vice President


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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company is FDG Avenues II LLC.
2. The name and the Florida street address of the registered agent and office are:

Juan Godoy
2855 S. Le Jeune Road, 4th Floor
Coral Gables, Florida 33134

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, 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Juan Godoy

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FDG AVENUES II LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FDG AVENUES II LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2011.

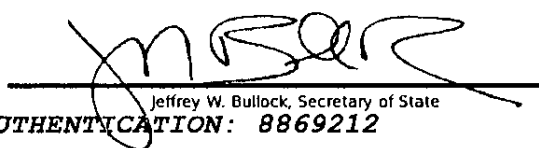
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5002283 8300

110772443

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8869212

DATE: 06-28-11