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(Requestor's Name)

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(Address)

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MAIL

(Business Entity Name)

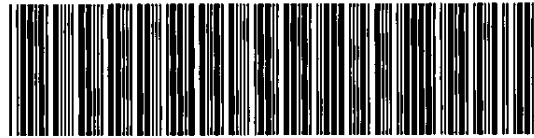
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPUTY CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

July 3, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
2006 JUL -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6678393 SO
Customer Reference 1: 57705.010000
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

TELLURIDE HOLDINGS, L.C. (FL)
New Name: New Name: Telluride Holdings, Inc.
Conversion
Florida

TELLURIDE HOLDINGS, L.C. (FL)
New Name: New Name: Telluride Holdings, Inc.
Incorporation
Florida

TELLURIDE HOLDINGS, L.C. (FL)
New Name: New Name: Telluride Holdings, Inc.
Obtain Document - Misc - Certified Copy Of Conversion & Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



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Tallahassee, FL 32301-2960

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Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com



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Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

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2006 JUL -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Telluride Holdings, L.C.

L98000001957

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, 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 September 23, 1998
(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:
N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Telluride Holdings, INC.

(Enter Name of Florida Profit Corporation)

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 Incorporation, if an effective date is listed therein.)

Signed this 30th day of June, 2006.

Signature: _____

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: SCOTT SALPERIN Title: Incorporator

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
OF
TELLURIDE HOLDINGS, INC.

FILED
2006 JUL -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Telluride Holdings, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is One Alhambra Plaza, Suite 1410, Coral Gables, Florida 33134.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$.01	Common

ARTICLE V

The street address of the Corporation's initial registered office is, One Alhambra Plaza, Suite 1410, Coral Gables, Florida 33134, and the name of its initial registered agent at such office is Scott E. Salpeter.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Scott E. Salpeter, and the address of the Incorporator is One Alhambra Plaza, Suite 1410, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this ____ day of June, 2006.



Scott E. Salpeter

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Telluride Holdings, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 

Name: Scott E. Salpeter

Dated: June 29, 2006