

Thomas Carlos
Carlos Williams (Harris + Panzer)
L00000013819

Requester's Name
999 Ponce De Leon Blvd Ste 1000
Address
Coral Gables, Fl. 33134
City/State/Zip Phone #

Office Use Only

00 NOV -6 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-11/06/00-01127-004
***180.00 ***180.00

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

L00-13819
JC

Examiner's Initials

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Incorporation and this Certificate of Conversion to convert to a Florida Limited Liability Company.

FIRST: The name of the unincorporated business immediately prior to filing this document was Thomas P. Carlos, Trustee of the Tract 38 Trust pursuant to an unrecorded Trust Agreement dated October 25, 1989.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

Date: October 25, 1989
Jurisdiction: Florida

THIRD: The name of the Limited Liability Company as set forth in the attached Articles of Organization is: TRACT 38 DEVELOPMENT, LLC

IN WITNESS WHEREOF, the Managing Member has executed and acknowledged this Certificate of Conversion this 3rd day of November, 2000.

[Signature]

[Signature]

THOMAS P. CARLOS, Managing Member

[Signature]

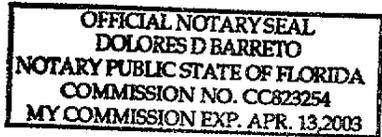
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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NOV - 6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of November, 2000 by Thomas P. Carlos, who is personally known.

[Signature]
Notary Public, State of Florida
at large

My Commission Expires:



**ARTICLES OF ORGANIZATION
OF
TRACT 38 DEVELOPMENT, LLC**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

Article One – Name

The name of the Limited Liability Company is:

TRACT 38 DEVELOPMENT, LLC

Article Two - Duration

The term of the Limited Liability Company shall commence on the filing of the Articles of Organization of the Limited Liability Company, and the Limited Liability Company shall have perpetual existence until it is dissolved and its affairs wound up in accordance with the Operating Agreement and the Act.

Article Three – Power and Purposes

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article Four – Registered Agent

The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Thomas P. Carlos.

Article Five – Address

The mailing address and principal office of the Limited Liability Company is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134.

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Article Six – Management

The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is Thomas P. Carlos, having an address at 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134.

Article Seven – Conversion/
Capital Contribution

The Limited Liability Company is being created for purposes of converting an existing general partnership to a Limited Liability Company pursuant to F.S. 608-439 and therefore, all of the assets and liabilities of said partnership shall be treated as the assets and liabilities of the Limited Liability Company. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

Article Eight – Limitation on Agency Authority
of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

Article Nine – Members' Rights to Continue Business

The remaining Members of the Limited Liability Company, by the majority vote of Members' Percentage of Interests or consent of the Members (other than the Member who caused the Withdrawal Event) may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

Article Ten – Additional Contributions

Additional contributions may be made at such time and in such amounts as may hereafter may be agreed by the majority vote of the Members. No additional capital contribution by the Members at this time.

Article Eleven – Additional Members

The existing Members shall have the right to admit additional Members to the Limited Liability Company, by a majority vote of Members' Percentage of Interests.

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TALLAHASSEE, FLORIDA

Article Twelve – Certificate of Membership

The membership interests of the Members are evidenced by Certificates of Membership.

Article Thirteen – Limited Liability

None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company except to the extent called for by F.S. 608.439.

IN WITNESS WHEREOF, the Member has executed and acknowledged these Articles of Organization on the 3rd day of November, 2000.

Signed, sealed & delivered
in the presence of:

[Signature]

Ruth A. Signorile

[Signature]

THOMAS P. CARLOS
Managing Member

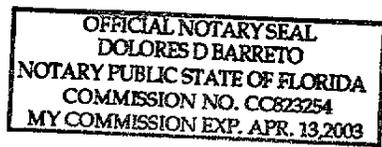
FILED
NOV - 6 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on the 3rd day of November, 2000 by THOMAS P. CARLOS, who is personally known

[Signature]

Notary Public, State of Florida
at large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that TRACT 38 DEVELOPMENT, LLC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, County of Miami-Dade, State of Florida, has named Thomas P. Carlos, 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Thomas P. Carlos
THOMAS P. CARLOS
NOV 05 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3rd day of November, 2000 by Thomas P. Carlos, who is personally known.

Dolores D Barreto
Notary Public, State of Florida
at large
My Commission Expires:

OFFICIAL NOTARY SEAL
DOLORES D BARRETO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC823254
MY COMMISSION EXP. APR. 13, 2003