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June 7, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/14/01--01106--004
2562.50 *158.75

Re: LLCs - New Filings

Dear Sir or Miss:

Enclosed please find five (5) Articles of Organization, four (4) Certificates of Conversion, and a Certificate of Limited Partnership, for filing. Also enclosed is our check in the amount of \$2,562.50 to cover the following:

- Four (4) LLCs with Certificates of Conversion - Silver Crest, LLC; Brickell Landings, LLC; Miami Riverside, LLC; Sunset Bay Apartments, LLC

L01-9919

Filing Fee	\$100.00
Registered Agent	25.00
Certificate of Conversion	25.00
Certified Copy	8.75
TOTAL	\$158.75 x 4 LLCs = \$635.00

- One (1) LLC without Certificate of Conversion - Marquesa Enterprises, LLC

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Copy	8.75
TOTAL	\$133.75

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TALLAHASSEE FLORIDA

FF \$150.00
cents 8.75

61P

**CERTIFICATE of CONVERSION
of unincorporated business into
SUNSET BAY APARTMENTS, LLC,
a Florida limited liability company**

VICENTE CARVAJAL and ESTELA CARVAJAL, being the co-owners of an unincorporated business, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") converting their unincorporated business into a limited liability company, in accordance with and pursuant to Section 608.439, Florida Statutes, and state as follows:

1. **Business:** The sole purpose of the business is the ownership and operation of the rental apartments located at 4480 Palm Avenue, Hialeah, Florida, and more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.
2. **Date and Jurisdiction.** The unincorporated business began on August 10, 1983, in Hialeah, Florida.
3. **Name of unincorporated business.** The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion is 4480 Palm Avenue.
4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is SUNSET BAY APARTMENTS, LLC.

This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitero & Faust, P.A.
2699 S. Bayshore Drive
7th Floor
Miami, FL 33133
305-856-2444

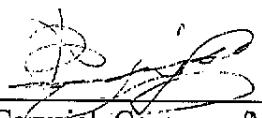
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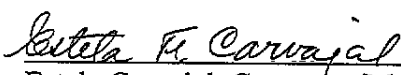
5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective upon the filing of this Certificate with the Department of State.

6. **Approval of Conversion.** The Conversion was approved by all of the owners of the unincorporated business, in the manner provided by the agreement of the owners. The articles of organization and operating agreement of Sunset Bay Apartments, LLC, were approved by all of the owners, in the manner provided by the agreement of the owners.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the owners relating to the business incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the owners comprising the business, including the real property located at 4480 Palm Avenue, Hialeah, Florida, shall be vested in SUNSET BAY APARTMENTS, LLC and shall thereafter be the property of SUNSET BAY APARTMENTS, LLC.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 30 day of May, 2001, in accordance with Florida Statutes, Section 608.439.


Vicente Carvajal, Co-owner/Member


Estela Carvajal, Co-owner/Member

The foregoing instrument was executed in my presence by VICENTE CARVAJAL and ESTELA CARVAJAL who are personally known to me or who produced a _____ as identification, this 30 day of May, 2001.


Notary Public, State of Florida at Large

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Ana Cela Harris
Commission # CG 906280
Expires March 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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Fax Audit No.

**ARTICLES OF ORGANIZATION
OF
SUNSET BAY APARTMENTS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the limited liability company is SUNSET BAY APARTMENTS, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 600 Marquessa Drive, Coral Gables, Florida 33156.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business

Fax Audit No.
This instrument prepared by:
ANA C. HARRIS, ESQUIRE
Florida Bar No: 705403
KATZ, BARRON, SQUITERO & FAUST, P.A.
2699 South Bayshore Drive, Seventh Floor
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(305) 856-2444
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TALLAHASSEE

Fax Audit No.

within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by two Managers. The Managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement. The names and addresses of the initial Managers, who are to serve until the first annual meeting of Members or until their successors are elected and qualified, are:

Vicente Carvajal
600 Marquesa Drive
Coral Gables, Florida 33156

Angela C. Novoa
600 Marquesa Drive
Coral Gables, Florida 33156

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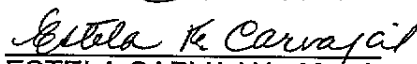
ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Company is not freely transferable and may only be transferred or assigned in accordance with the procedures set forth in the operating agreement. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned members have hereunto set their hands and seal this 30 day of MAY, 2001.


VICENTE CARVAJAL, Member


ESTELA CARVAJAL, Member

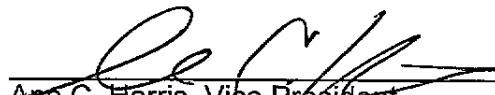
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 30 day of MAY, 2001.

CORPCO, INC.


Ana C. Harris, Vice President

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