

L020000011310



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 22, 2002

DAVID WEISMAN
ABRAMS ANTON, P.A.
2021 TYLER STREET
HOLLYWOOD, FL 33022-9010

200005500222--2
-05/09/02--01035--015
****150.00 ****150.00

SUBJECT: 2021 ASSOCIATES, L.L.C.
Ref. Number: L02000001829

We have received your document for 2021 ASSOCIATES, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.439, F.S., an unincorporated business entity may convert to a Florida limited liability company. However, the unincorporated business entity must do so by simultaneously filing a Certificate of Conversion and Articles of Organization with this office. Our records reflect the Articles of Organization for the resulting limited liability company were previously filed on January 24, 2002. In light of these facts, we are unable to file the enclosed Certificate of Conversion as submitted.

To proceed with the filing of the conversion, you must resubmit your Certificate of Conversion along with a new set of Articles of Organization. The fees to file the conversion will total \$150 and breakdown as follows: \$100 filing fee for the Articles of Organization, \$25 registered agent designation fee, and \$25 filing fee for the Certificate of Conversion.

Because limited liability company names are filed for notice purposes only, you may still file the Conversion under the exact same name as that of the pre-existing limited liability company or you may choose a different name.

With respect to the pre-existing limited liability company, you may voluntarily dissolve the entity by filing Articles of Dissolution for \$25 or simply allow this office to administratively dissolve this entity for failure to file the required Uniform Business Report when due.

Enclosed is an application for refund. Please sign and return and allow at least 60 to 90 days for the refund to be processed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call

STATE OF FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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[Signature]

(850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 002A00023829

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TALLAHASSEE, FLORIDA

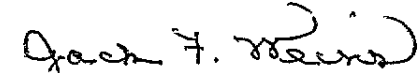
**CERTIFICATE OF CONVERSION
OF
2021 ASSOCIATES**


2021 ASSOCIATES, a Florida General partnership, (hereinafter referred to as the "Partnership") hereby files this Certificate of Conversion to convert to a Florida Limited Liability Company to be known as **2021 ASSOCIATES, L.L.C.**, pursuant to Florida Statute 608.439, and in support states:

1. **2021 ASSOCIATES**, is a Florida General partnership duly organized and existing under the laws of the State of Florida, formed pursuant to a Partnership Agreement dated August 22, 1983.
2. **2021 ASSOCIATES, L.L.C.**, is a Florida Limited Liability Company duly organized and existing under the laws of the State of Florida.
3. All of the Partners of the Partnership have approved this conversion, as evidenced by their signature below.
4. The effective date of this Conversion shall be the date of filing of this certificate.

In witness whereof, the Partners of the Partnership have executed this Agreement:


REUBEN M. SCHNEIDER


JACK F. WEINS

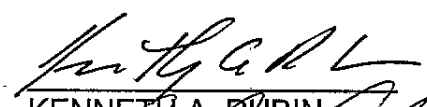

MAURICE M. GARCIA

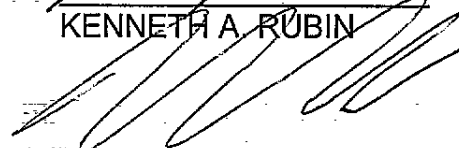

GENE K. GLASSER


MILTON S. BLAUT


DAVID WEISMAN


ALAN B. COHN


KENNETH A. RUBIN


WILLIAM S. KRAMER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

2021 ASSOCIATES, L.L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME** The name of the Company is:

2021 ASSOCIATES, L.L.C.

2. **PERIOD OF DURATION** In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company

is: **2021 Tyler Street, Hollywood, FL 33020**

5. **REGISTERED AGENT AND ADDRESS** The name and address of the

initial registered agent in Florida for the Company is:

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David Weisman
2021 Tyler Street
Hollywood, FL 33020

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section

608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. **Only a Class "A" shareholder of Abrams Anton P.A. may become a member of this Limited Liability Company.** Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon 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 Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. MANAGEMENT

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Members who shall serve as Managing Members until the first annual meeting of members or until his or her successors are elected and qualified is:

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Gene K. Glasser, 2021 Tyler Street, Hollywood, FL 33020

Maurice M. Garcia, 2021 Tyler Street, Hollywood, FL 33020

David Weisman, 2021 Tyler Street, Hollywood, FL 33020

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER** An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, if and only if such assignee is a Class "A" shareholder of Abrams Anton P.A., upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL** No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION** Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative

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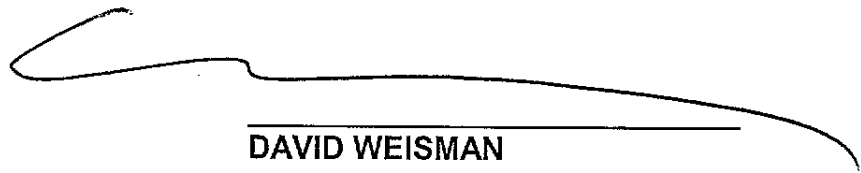
vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. REGULATIONS Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE The name and address of the Authorized Representative signing these Articles is:

David Weisman, 2021 Tyler Street, Hollywood, FL 33020

WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this April 25, 2002



DAVID WEISMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **2021 Associates, L.L.C.**
2. The name and address of the registered agent and office is:

David Weisman
2021 Tyler Street
Hollywood, FL 33020

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.



David Weisman
Registered Agent

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TALLAHASSEE, FLORIDA

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