



L020000015495

ACCOUNT NO. : 072100000032
REFERENCE : 631948 4329904
AUTHORIZATION : Patricia Pijut
COST LIMIT : \$ 180.00

02 JUN 20 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 20, 2002

ORDER TIME : 12:38 PM

ORDER NO. : 631948-005

CUSTOMER NO: 4329904

500005889345--9

CUSTOMER: Ms. Tracey A. Testa
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

CERTIFICATE OF CONVERSION

AL

NAME: YAMATO-DIXIE ASSOCIATES, LLC

XX CERTIFICATE OF CONVERSION/ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight-EXT# 1156

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization 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:

Yamato-Dixie Associates

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

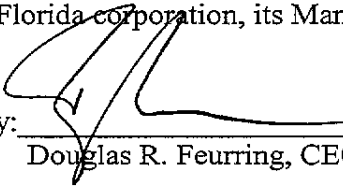
- A. Date: **July 23, 1984**
- B. Jurisdiction: **Florida**
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

Yamato-Dixie Associates, LLC

Dated this 18 day of June, 2002.

Yamato-Dixie Associates, Inc.,
a Florida corporation, its Manager

By: 

Douglas R. Feurring, CEO

FILED
02 JUN 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number : _____

ARTICLES OF ORGANIZATION
OF
YAMATO-DIXIE ASSOCIATES, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: Yamato-Dixie Associates, LLC (the "Company").

ARTICLE II

The mailing address and street address of the principal office of the Company shall be 7777 Glades Road, Suite 310, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of the Company is 7777 Glades Road, Suite 310, Boca Raton, Florida 33434. The initial registered agent at that address is Douglas R. Feuring.

ARTICLE IV

The Company will be a manager-managed company, and will be managed by Yamato-Dixie Associates, Inc., a Florida corporation (the "Manager"), on the terms and in accordance with the Company's Operating Agreement.

ARTICLE V

The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain real property, together with all improvements thereon, located in Boca Raton, Florida, and commonly known as the Casi-Rusco Office Building (the "Property").

2. To exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Fax Audit Number : _____

FILED
02 JUN 20 PM 03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Fax Audit Number : _____

The Company shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lend Lease Mortgage Capital, L.P. and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

ARTICLE VI

The following provisions regulate the internal affairs of the Company:

1. A unanimous vote of the Company's members is required to take any of the following actions:

- (a) causing the Company to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Company under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Company adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Company;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Company of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Company or a substantial portion of the properties of the Company;
- (g) making any assignment for the benefit of the Company's creditors; or
- (h) taking any action or causing the Company to take any action in furtherance of any of the foregoing.

2. For so long as the Indebtedness is outstanding, the Company shall:

- (a) not amend its Articles of Organization or its Operating Agreement;
- (b) not engage in any business activity other than as set forth in Article V hereof;
- (c) not dissolve, liquidate, consolidate, merge, sell, lease or otherwise dispose of all or substantially all of the Company's assets; and

FILED
02 JUN 2008 PM 2:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number : _____

Fax Audit Number : _____

(d) have a corporate manager having Articles of Incorporation containing the restrictions and terms set forth in Articles II and VIII of the Manager's Articles of Incorporation as of the date of the initial closing of the Indebtedness, and the Company shall have no other managers.

3. The Company shall:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts, financial statements and tax returns separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

(e) pay its own liabilities and expenses only out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe all organizational formalities;

(h) maintain an arm's length relationship with its affiliates and enter into transactions with affiliates on a commercially reasonable basis;

(i) pay the salaries of its own employees from its own funds and maintain a sufficient number of employees in light of contemplated business operations;

(j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(k) not acquire obligations or securities of affiliates or shareholders;

(l) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity;

(m) allocate fairly and reasonably any overhead for shared office space;

(n) use separate stationery, invoices, and checks;

(o) not pledge its assets for the benefit of any other entity;

(p) hold itself out as a separate legal entity distinct from any other entity and correct any known misunderstanding regarding its separate identity; and

(q) not identify itself or any of its affiliates as a division or part of the other.

FILED
02 JUN 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

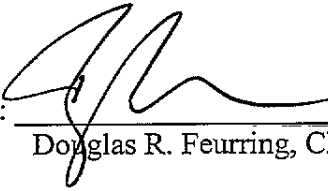
Fax Audit Number : _____

Fax Audit Number : _____

4. The Company shall not dissolve, liquidate, or terminate upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal, or incapacity of any member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18 day of June, 2002.

YAMATO-DIXIE ASSOCIATES, INC., a
Florida corporation, Manager

By: 

Douglas R. Feuring, CEO

FILED
02 JUN 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#95112.2

Fax Audit Number : _____

Fax Audit Number : _____

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

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is Yamato-Dixie Associates, Inc.

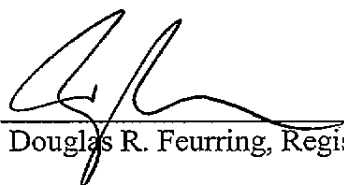
SECOND -- The name and address of the registered agent and office is:

Douglas R. Feurring
7777 Glades Road, Suite 310
Boca Raton, Florida 33434

FILED
02 JUN 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dated this 18 day of June, 2002.



Douglas R. Feurring, Registered Agent

Fax Audit Number : _____