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TALLAHASSEE, FLORIDA
J. BRYAN APR 10 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hidden Lake Apartments, Ltd.

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UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- L.C. File Conversion
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy x6
- ~~_____~~ Photo Copy _____
- Certificate of Good Standing x6
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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CERTIFICATE OF CONVERSION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Hidden Lake Apartments, Ltd.

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

- A. Date: August 14, 1987
- 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:

Hidden Lake Apartments, LLC

Michael R. Hitsman

Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael R. Hitsman, Managing Member
Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Hidden Lake Apartments, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
4150 S. Kirkman Rd., Orlando, FL 32811

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Dorothy A. Vaughan
Name
The Players Club
1425 Gulf of Mexico Dr., D-102
Florida street address (P.O. Box **NOT** acceptable)
Longboat Key FL 34228
City, State, and Zip

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SHAW-WALKER CORPORATIONS
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 as provided for in Chapter 608, F.S.

Dorothy A. Vaughan
Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Michael R. Hitsman
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael R. Hitsman, Managing Member
Typed or printed name of signer

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

ARTICLES OF ORGANIZATIONS FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE V –

The purpose of the Company shall be limited to:

- (i) Owning, holding, selling, leasing, transferring, exchanging, operating, and managing the Hidden Lake Project;
- (ii) Entering into the Loan transaction with Lender, and refinancing the Property in connection with a permitted repayment of the Loan; and
- (iii) Engaging in all such lawful acts or activities incidental to or convenient to carry on such business and purposes.

Capitalized Terms used in these Articles, but not defined, shall have the meanings given to them in the Company's Operating Agreement.

ARTICLE VI –

Hidden Lake Apartments, LLC shall be effective on the date of execution of these articles.

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