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10/29/04--01009--022   **5.00

10/29/04--01009--026   **120.00

10/28/04

Smoler, Lerman, Bente

Requestor's Name

0011 I

Address

City   **State**   **ZIP**   **Phone**

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FILED
04 OCT 29 PH 2: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

2020 Warehouse Associates, LLC

( ) Profit
( ) NonProfit   ( ) Amendment   ( ) Merger

( ) Foreign   ( ) Dissolution   ( ) Mark

( ) Limited Partnership   ( ) Annual Report   (X) Other   LLC
( ) Reinstatement   ( ) Reservation   ( ) Change of Registered Agent

(X) Certified Copy   ( ) Photo Copies   ( ) Certificate Under Seal

( ) Call When Ready   ( ) Call If Problem   ( ) After 4:30
(X) Walk In   ( ) Will Wait   (X) Pick Up   ( ) Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W P Verifier	

Empire Toll Free: 1-800-432-3028

CERTIFICATE OF CONVERSION FROM GENERAL PARTNERSHIP
TO LIMITED LIABILITY COMPANY

1. On June 7, 1989 the Florida general partnership of **ISIDORO LERMAN and JORGE LERMAN, TRUSTEES d/b/a 2020 WAREHOUSE ASSOCIATES** (hereinafter **2020 WAREHOUSE ASSOCIATES**) was created pursuant to Florida law.

2. **2020 WAREHOUSE ASSOCIATES**, a Florida general partnership, is the immediately prior entity to this conversion to a limited liability company.

3. **2020 WAREHOUSE ASSOCIATES, LLC** is the name of the Florida limited liability company as set forth in its Articles of Organization in accordance with the filing with Florida's Secretary of State.

4. The conversion of **2020 WAREHOUSE ASSOCIATES** to **2020 WAREHOUSE ASSOCIATES, LLC**, a Florida limited liability company shall be effective as of the date of filing the Certificate of Conversion and Articles of Organization with Florida's Secretary of State.

By:_____
Jorge Lerman, managing member
2020 WAREHOUSE ASSOCIATES, LLC

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:
The name of the Limited Liability Company is:

2020 WAREHOUSE ASSOCIATES LLC

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:

<table>
<tr><td><u>Principal Office Address:</u></td><td><u>Mailing Address:</u></td></tr>
<tr><td>48 East Flagler Street</td><td>48 East Flagler Street</td></tr>
<tr><td>PH #101</td><td>PH #101</td></tr>
<tr><td>Miami, FL 33131</td><td>Miami, FL 33131</td></tr>
</table>

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
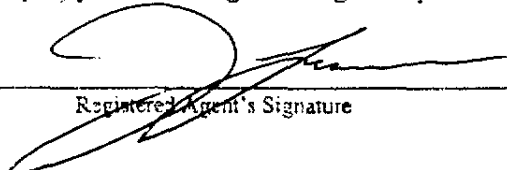
The name and the Florida street address of the registered agent are:

Jorge Lerman
<div style="text-align:center">Name</div>

48 East Flagler Street, PH #101
<div style="text-align:center">Florida street address (P.O. Box <u>NOT</u> acceptable)</div>

Miami   FL
<div style="text-align:center">City, State, and Zip</div>

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.

Registered Agent's Signature

<div style="text-align:center">(CONTINUED)</div>

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGRM" = Managing Member

Name and Address:

MGRM

JORGE LERMAN
48 EAST FLAGLER STREET, PH 101
MIAMI, FL 33131

MGRM

Isidoro Lerman
48 East Flagler ST (PH 101)
MIAMI, FL 33131

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

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.)

JORGE LERMAN
Typed or printed name of signee

Filing Fees:

$125.00 Filing Fee for Articles of Organization and Designation
    of Registered Agent
$ 30.00 Certified Copy (Optional)
$ 5.00 Certificate of Status (Optional)