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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719534 4312909

AUTHORIZATION : *Carina Dunlap*

COST LIMIT : ~~\$ 55.00~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 22, 2005

\$ 180.00

ORDER TIME : 11:43 AM

ORDER NO. : 719534-005

CUSTOMER NO: 4312909

DOMESTIC AMENDMENT FILING

NAME: TRG PALM BEACH REPLACEMENT,
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

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.

A0500000857

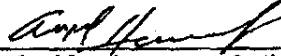
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FIRST: The name of the unincorporated business immediately prior to filing this document was: TRG Palm Beach Replacement, Ltd.

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

- A. Date: April 29, 2005
- B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is: JAG Palm Beach Replacement, LLC



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.)

Angel A. Hernandez, Vice President
Typed or Printed Name of Signee

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is: JAG Palm Beach Replacement, LLC

ARTICLE II - Address:

The street address of the principal office of the Limited Liability Company is:
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

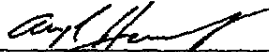
The mailing address of the principal office of the Limited Liability Company is:

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

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

Angel A. Hernandez
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

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.



Name: Angel A. Hernandez

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

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

<u>Title</u>	<u>Name and Address</u>
Manager	Trelcom Development, Ltd., a Florida limited partnership

REQUIRED SIGNATURE:



Name: Angel A. Hernandez
Title: Vice President of Trelcom
Development, Inc., its General Partner

(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.)