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(Requestor's Name)

(Address)

(Address)

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PICK-UP WAIT MAIL

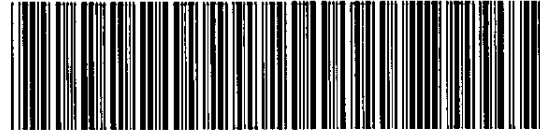
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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5445 S.W. 85 Ave, LLC

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Signature

Requested by:

WL 12/9 9:00

Name

Date

Time

Walk-In

Will Pick Up

- 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 (2)
- Photo Copy _____
- Certificate of Good Standing _____
- 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 _____

**CERTIFICATE OF CONVERSION OF
WILLIAMS FAMILY HOLDINGS, LTD. INTO 5445 SW 85 AVE, LLC**

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TALLAHASSEE, FLORIDA

This Plan of Conversion ("Plan" or "Plan of Conversion") dated December 8, 2005, by **WILLIAMS FAMILY HOLDINGS, LTD.** ("HOLDINGS"), a Florida limited partnership, is adopted and approved by all the Partners of HOLDINGS in accordance with 620.2102 and 620.2103 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act").

A00000001671

1. WILLIAMS FAMILY HOLDINGS, LTD., has been converted into 15445 SW 85 AVE, LLC.

2. 15445 SW 85 AVE, LLC will be a Florida limited liability company effective with the filing of this Certificate of Conversion.

3. The conversion is effective on the date of filing of the Certificate of Conversion with the Secretary of State of Florida.

4. The conversion was approved as required by 620.2102, 620.2103 and 620.2104 of the Florida Revised Uniform Limited Partnership Act of 2005.

5. The conversion was approved as required by Florida law which is the governing law of the converted organization.

In witness whereof the sole General Partner has set its hand this 8th day of December, 2005.

**GENERAL PARTNER:
WILLIAMS FAMILY MANAGEMENT, CO.**

By: _____
FRANKLYN M. WILLIAMS, PRESIDENT

ARTICLES OF ORGANIZATION OF 15445 SW 85 AVE, LLC

ARTICLE I NAME

The name of the limited liability company shall be: **15445 SW 85 AVE, LLC.**

ARTICLE II EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual.

ARTICLE III PURPOSE

This limited liability company is organized for the purpose of investment in real property and other financial assets, including the purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real, intangible and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The mailing and street address of the principal office of the limited liability company is: 15445 SW 85TH AVE, MIAMI FL 33157.

ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: Lee J. Osiason, 9400 S. ~~Dadeland~~ Boulevard Suite 600, Miami, FL 33156.
Dadeland

ARTICLE VI MANAGEMENT

The limited liability company is to be managed by one or more managers and is, therefor, a manager managed company. The initial manger is: FRANKLYN M. WILLIAMS.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 8th day of December, 2005.



FRANKLYN M. WILLIAMS, Member

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/OFFICE

Having been named as registered agent of 15445 SW 85 AVE, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 8th day of December, 2005



LEE J. OSIASON