

LOG000047213

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

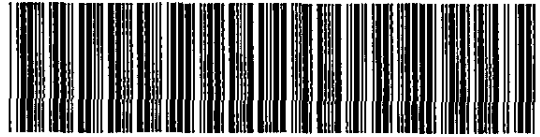
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2006 MAY -5 AM 10:14 L
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TALLAHASSEE, FLORIDA

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06 MAY -5 PM 1:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 086809 4336650

AUTHORIZATION:

[Handwritten signature]

COST LIMIT : \$ 155.00

FILED
2006 MAY -5 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 5, 2006

ORDER TIME : 10:26 AM

ORDER NO. : 086809-040

CUSTOMER NO: 4336650

180

DOMESTIC FILING

NAME: 2330 PONCE LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

OF

2330 Ponce Corp.

(a Florida corporation)

FILED
2006 MAY -5 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11/24/98

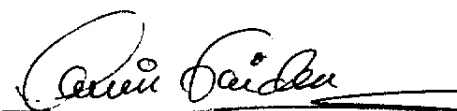
It is hereby certified that:

P98000100040

1. The name of the corporation (the "corporation") filing this certificate of conversion is **2330 Ponce Corp.**
2. The date of filing of the original certificate of incorporation of the corporation with the Secretary of State of the State of Florida is the 24th day of November 1998.
3. The plan of conversion for **2330 Ponce Corp.** was approved by the corporation and its sole shareholder in accordance with Chapter 607 of the Florida Statutes.
4. The name of the limited liability company into which the corporation shall be converted is **2330 Ponce LLC**, having attached its Articles of Organization as filed with the Secretary of State of the State of Florida and having its principal office located at 1001 Brickell Bay Dr. 9th Floor, Miami, FL 33131
5. The effective date of the conversion is the date of the filing of this certificate of conversion with the Secretary of State of the State of Florida.
6. The conversion herein certified has been approved in accordance with the provisions of Chapters 607 and 608 of the Florida Statutes.

Dated: the 4 day of MAY 2006

2330 Ponce Corp.

By: 

Name: Amin Saiden

Title: President

ARTICLES OF ORGANIZATION

OF

2330 Ponce LLC

a Florida limited liability company

1. The name of this limited liability company is 2330 Ponce LLC (the "Company").
2. The principal place of business and the mailing address of the Company is:

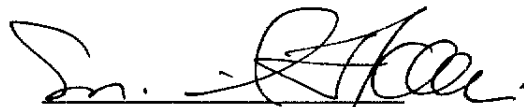
1001 Brickell Bay Dr. 9th Floor
Miami, FL 33131

3. The name and address of the registered agent of the Company is:

Miguel Farra
1001 Brickell Bay Dr. 9th Floor
Miami, FL 33131

4. The Company is to be managed by one or more managers.

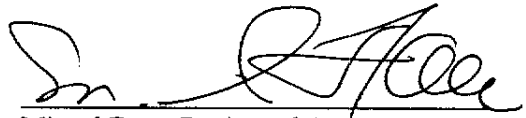
IN WITNESS WHEREOF, the undersigned authorized representative of 2330 Ponce LLC has executed these Articles of Organization this 4th day MAY 2006.


An Authorized Representative

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for 2330 Ponce LLC at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Dated this 4th day of May 2006



Miguel Farra, Registered Agent

MIADMS/296110.1