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03 MAY -1 PM 2:00  
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DENNIS M. STOTTS

April 28, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: **501 PORT LARGO DEVELOPMENT, LLC**  
**502 PORT LARGO DEVELOPMENT, LLC**  
**Our File No. 07165.001**

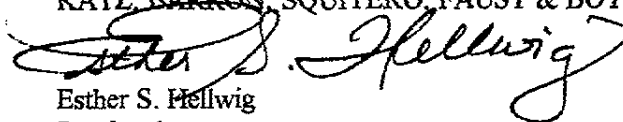
Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Certificate of Conversion and Articles of Organization of 501 Port Largo Development, LLC; and
2. Certificate of Conversion and Articles of Organization of 502 Port Largo Development, LLC.

Also, enclosed is our firm check in the amount of \$360.00 representing conversion and certification fees. Please return the filed certified copies of the Certificate of Conversions and Articles of Organization to the undersigned. Thank you.

Sincerely,  
KATZ, BARRON, SQUITERO, FAUST & BOYD, P.A.



Esther S. Hellwig  
Paralegal

Enclosures

cc: Ana C. Harris, Esq.  
HALIBDOCS\0716500\LTR\DJ6797.WPD

03 MAY - 1 PM 2:00  
FILED  
GENERAL OFFICE  
TALLAHASSEE, FLA

**CERTIFICATE of CONVERSION  
of unincorporated business into  
502 PORT LARGO, LLC  
a Florida limited liability company**

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03 MAY -1 PM 2003  
FILED  
SECRETARY OF STATE  
MONROE COUNTY, FLORIDA

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity, more particularly described herein, hereby makes, acknowledges, and files this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting the business trust into a limited liability company, in accordance with and pursuant to Section 608.439, Florida Statutes, and state as follows:

1. **Business.** The sole purpose of the business is the ownership and operation of the following real property:

a. 502 Caribbean Drive, Key Largo, Florida, and more particularly described as:  
  
Lot 502 of PORT LARGO FIFTH ADDITION, as recorded in Plat Book 6, at Page 109, of the Public Records of Monroe County, Florida

2. **Date and Jurisdiction.** The unincorporated business, a business trust, began on December 12, 1979, in Monroe County, Florida.

3. **Name of business trust/unincorporated entity.** The name of the business trust immediately prior to the filing of this Certificate of Conversion is EMILIO M. GRENET, TRUSTEE.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is 502 PORT LARGO, LLC.

This instrument prepared by:  
Ana Cela Harris, Esq.  
Florida Bar No: 705403  
Katz, Barron, Squitero & Faust, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, FL 33133  
305-856-2444

5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective upon the filing of this Certificate with the Department of State.

6. **Approval of Conversion.** The Conversion was approved by all of the beneficial owners of the business trust. No other consents were required. The articles of organization and operating agreement of 502 PORT LARGO, LLC, were approved by all of the members.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and swears to the foregoing as of the 22 day of April, 2003, in accordance with Florida Statutes, Section 608.439.

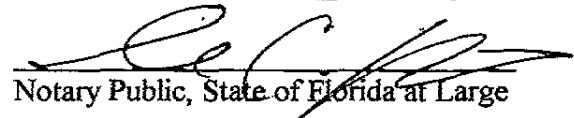


Maria T. Grenet, Authorized Representative of Member

The foregoing instrument was executed in my presence by MARIA T. GRENET who is personally known to me or who produced a DRIVERS LICENSE as identification, this 22 day of April, 2003.



Ana Gela Harris  
Commission # CG 906280  
Expires March 18, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.



Notary Public, State of Florida at Large

HALIBDOCS07165002\CRPDI2097.WPD

FILED  
03 APR -1 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.

**ARTICLES OF ORGANIZATION**

**OF**

**502 PORT LARGO, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the limited liability company is 502 PORT LARGO, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 7320 SW 100<sup>th</sup> Court, Miami, Florida 33173.

FILED  
03 MAY - 1 PM 2000  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented.

FAX AUDIT NO:

This instrument prepared by:  
Ana C. Harris, Esq.  
KATZ, BARRON, SQUITERO & FAUST, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, Florida 33133  
Tel: (305) 856-2444  
Fax: (305) 285-9227


FAX AUDIT NO.

ARTICLE VI  
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one (1) initial Manager. The Manager shall hold the office and have the responsibility accorded to it by the members and set out in the operating agreement. The name and address of the initial Manager is:

EMG Group, LLC, a Florida limited liability company  
7320 SW 100<sup>th</sup> Court  
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned authorized representative of the members has hereunto set her hand and seal this 22 day of April, 2003.

  
\_\_\_\_\_  
Maria T. Grenet  
Authorized Representative


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 22 day of April, 2003.

CORPCO, INC.

  
\_\_\_\_\_  
Ana C. Harris, Vice President

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FAX AUDIT NO.