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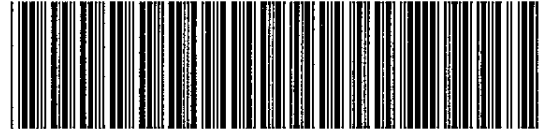
(Business Entity Name)

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RECEIVED  
03 JAN 21 PM 8:44  
DIVISION OF CORPORATION

FILED  
03 JAN 21 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature*



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03 JAN 21 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 899440 4300A

AUTHORIZATION :

COST LIMIT : \$ ~~418.75~~

*Patricia Pigato*

ORDER DATE : January 20, 2003

ORDER TIME : 10:59 AM

ORDER NO. : 899440-015

CUSTOMER NO: 4300A

CUSTOMER: David Vogel, Esq.  
Weiner Cummings & Vittoria

4th Floor  
1428 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: SPIELER PROPERTIES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SPIELER PROPERTIES, LTD.**

03 JAN 21 PM 3:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, General partner of **SPIELER PROPERTIES, LTD.**, a Florida limited partnership (hereinafter referred to as the "Partnership"), in accordance with Florida Statutes Section 620.8902, hereby executes and files this Certificate of Conversion and Certificate of Limited Partnership for the purpose of converting an existing Florida general partnership into a limited partnership pursuant to the provisions of the Florida Revised Uniform Partnership Act and to be governed under the Florida Revised Uniform Limited Partnership Act. In accordance with the Act, the undersigned hereby adopts the following certificate for such limited partnership:

1. In accordance with the provisions of section 620.8902(3), the Partnership hereby makes the following statements:

- (a) The Partnership shall be converted from a general partnership into a limited partnership.
- (b) Prior to the conversion hereby, the name of the Partnership was **STANLEY H. SPIELER** and **BETTY F. SPIELER**.
- (c) The votes cast by the partners for the conversion of the Partnership into a limited partnership was unanimous.
- (d) The conversion of the Partnership into a limited partnership shall be effective on the date this Certificate is filed with the Florida Secretary of State's office.
- (e) Except for Spieler Management, Inc., a Florida corporation, which shall be the sole General Partner of the partnership after conversion, all other partners of the Partnership shall, upon conversion, become limited partners of the Partnership.

2. The name of the limited partnership is **SPIELER PROPERTIES, LTD.**

**THIS DOCUMENT PREPARED BY:**

Lawrence Weiner, Esq.  
Weiner, Cummings & Vittoria  
1428 Brickell Avenue  
Suite 400  
Miami, FL 33131  
Tel: (305) 371-7800

Florida Bar No. 130512

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DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA

3. (a) The address of the office of the Partnership at which place the records shall be maintained is:

One Grove Isle Drive, #901  
Miami, FL 33133

(b) The name and address of the Partnership's agent for service of process is:

Stanley H. Spieler  
One Grove Isle Drive, #901  
Miami, FL 33133

4. The name and address of the initial general partner of the limited partnership is:

Spieler Management, Inc.  
One Grove Isle Drive, #901  
Miami, FL 33133

5. The mailing address for the partnership is:

One Grove Isle Drive, #901  
Miami, FL 33133

6. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2073, unless sooner terminated as provided in the Limited Partnership Agreement.

8 IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the day of JAN, 2003.

GENERAL PARTNER:  
**SPIELER MANAGEMENT, INC.,**  
a Florida corporation

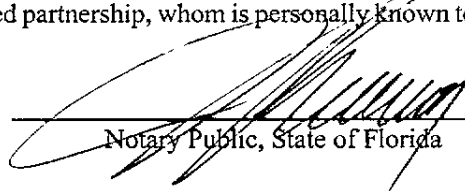
By:   
**STANLEY H. SPIELER, President**

(CORPORATE SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
                                      ) SS.  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared this 8 day of JAN, 2003, **STANLEY H. SPIELER**, in his capacity as President of **SPIELER MANAGEMENT, INC.**, the sole general partner of **SPIELER PROPERTIES, LTD.**, a Florida limited partnership, whom is personally known to me and produced, as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

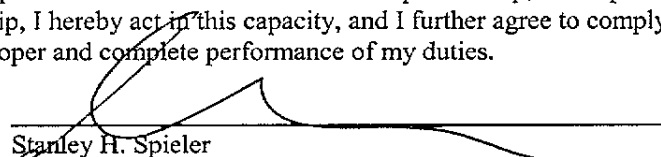
Print Name



Lawrence Weiner  
My Commission CC0923937  
Expires April 20, 2004

My commission Expires

Having been named to accept service of process for the above stated limited partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Stanley H. Spieler

Dated: JAN 8 2003

**SPIELER PROPERTIES, LTD.**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA                     )  
   ) SS.  
COUNTY OF MIAMI-DADE         )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared **STANLEY H. SPIELER**, (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is President of Spieler Management, Inc., a Florida corporation, the General Partner of Spieler Properties, Ltd., a Florida limited partnership.
2. The capital contribution and anticipated capital of the initial limited partners is the aggregate sum of Fifty Thousand Dollars (\$50,000.00).
3. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
**STANLEY H. SPIELER**

(SEAL)

The foregoing instrument was acknowledged before me this 8 day of JAN, 2003, by **STANLEY H. SPIELER**, who is personally known to me and produced \_\_\_\_\_ for identification.

  
\_\_\_\_\_  
Notary Public, State of Florida