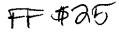
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LAW OFFICES SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984) GARY P. SIMON

CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING
CONCENTRATING IN CORPORATE, BUSINESS, 2nd REAL PROPERTY

SUITE 504 ONE DATRAN CENTER 9100 SO. DADELAND BLVD. MIAMI, FLORIDA 33156-7815

JOY B. SPILL Spill675@bellsouth.net TELEPHONE (305) 670-6750 FAX (305) 670-6776 E-mail Simon675@bellsouth.net www.lawyers.com/Simon&Simon

September 1, 2004

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

RE: Set up and Conversion to 167TH STREET SHOPPING CENTER, LLLP

Dear Sir or Madam:

In connection with the above mentioned matter, enclosed please find the following documents for filing:

- 1. Affidavit of Capital Contributions for Florida Limited Partnership
- 2. Certificate of Limited Partnership
- 3. Statement of Qualification for Florida Limited Liability Limited Partnership
- 4. Certificate of Conversion
- 5. Check in the amount of \$1,886.25 to cover the costs of filing; these.

a.	Filing Fee	\$1,	,750.00
b.	Registered Agent	\$	52.50
c.	Certified Copy	\$	25.00
d.	Statement of Qualification	\$	25.00
e.	Certificate of Status	\$	8.75
f.	Conversion Certificate	\$	25.00

Please send the certified copy in the envelope provided for your convenience. Thank you for your attention to this matter.

Sincerely yours,

SIMON & SIMON, P.A.

iary P. Simon, Esquire

GPS/lcv

cc: W. James Orovitz w/o enc.

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STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1.	The name of the limited partnership as identified in the records of the Florida Department of State: 167 th Street Shopping Center, LLLP, a limited liability limited partnership
	Insert partnership's Florida document number:or
	Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.
2.	Suffix adopted for the above named partnership: LLLP ("Registered Limited Liability Partnership", "Limited Liability Partnership", "R.L.L.P.", "R.L.P.", "RLLP", or "LLP"
3.	The street address of its chief executive office: 13635 Deering Bay Drive, #224. Corate Gables, FL 33158 (If different from current recorded address)
4.	The street address of principal office in Florida: 13635 Deering Bay Drive, #224 Coral Gables, FL 33158 (If different from above)
5.	The limited partnership hereby elects to be a limited liability limited partnership.
6.	The effective date of this filing shall be: X as of the date this document is filed with the Florida Secretary of State or a date later than the time of filing:
7.	The name and Florida street address of the partnership's agent for service of process:
	Gary P. Simon, Esquire, 9100 S. Dadeland Blvd., Suite 504, Miami, Fl 33156
	ecution of this statement as a partner constitutes an affirmation under the penalties of that the facts stated herein are true.
Signed	this
Signatu	167 th Street Shopping Center, LLLP, a limited liability limited partnership ures of <u>ONE</u> Partner: By: W. Jomes Orovitz, general partner
Typed	or printed name of partners signing above: <u>W. James Orovitz</u>