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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

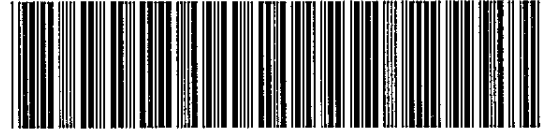
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TALLAHASSEE, FLORIDA

Handwritten initials/signature

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, and REAL PROPERTY

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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:

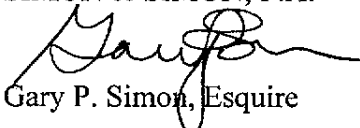
In connection with the above mentioned matter, enclosed please find the following documents for filing:

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.


Gary P. Simon, Esquire

GPS/lcv

cc: W. James Orovitz w/o enc.

FAWORK\CLIENTS\OROVITZ\Conversion\167 St\SecofSt.Ltr.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE of CONVERSION
of
167TH STREET SHOPPING CENTER,
a Florida general partnership
into
167TH STREET SHOPPING CENTER, LLLP

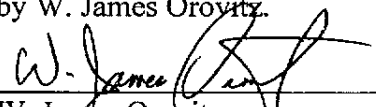
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Under Section 620.8902 of the Revised Uniform Partnership Act

Pursuant to the provisions of Section 620.8902 of the Revised Uniform Partnership Act, **167th Street Shopping Center, LLLP**, organized under the laws of the State of Florida, files this Certificate of Conversion to effect a conversion from a Florida general partnership to a Florida Limited Partnership as follows:

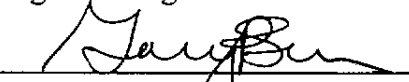
1. The Florida General Partnership, **167th Street Shopping Center**, (the "Other Entity" which is being converted to a Florida Limited Liability Limited Partnership) has federal identification number 59-1389662.
2. The Other Entity has always been known as the **167th Street Shopping Center** and has been continued to be known by that name until the filing of this Certificate of Conversion to a Florida Limited Liability Limited Partnership.
3. The general partners of the Other Entity voted unanimously for this conversion into a limited partnership.
4. The name of the Limited Liability Limited Partnership as set forth in its Articles of Organization is **167th Street Shopping Center, LLLP**.
5. The conversion to a limited liability limited partnership shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization of **167th Street Shopping Center, LLLP**.

IN WITNESS WHEREOF and under penalties of perjury that the facts stated herein are true this Certificate of Conversion has been subscribed this 28 day of June, 2004.
by W. James Orovitz.



W. James Orovitz

Registered Agent:



Gary P. Simon

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of 167th Street Shopping Center, LLLP
a Florida Limited Liability Limited Partnership, certify:*

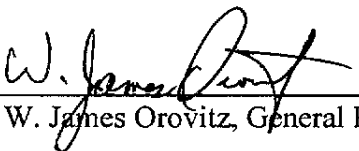
The amount of capital contributions to date of the limited partners is \$ 728,500

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 728,500.

Signed this 28th day of June, 2004.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*


By: W. James Orovitz, General Partner