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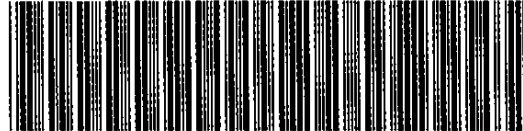
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2006

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: PEREZ INVESTMENTS, LLP
Ref. Number: W06000032466

RESUBMIT
Please give original
submission date as file date.

We have received your document for PEREZ INVESTMENTS, LLP and the authorization to debit your account in the amount of \$166.25. However, the document has not been filed and is being returned for the following:

The total required to file the conversion and the LLLP filing and to obtain certificate of status and a certified copy of the documents would be \$1,113.75.

ALSO, the name "PEREZ INVESTMENTS, LLLP" is not available because it is too similar to the name of an existing Florida corporation --- PEREZ INVESTMENT, INC.

Please choose another name for the resulting LLLP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 106A00046694

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 258159 7123350

AUTHORIZATION

COST LIMIT \$1113.75

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TALLAHASSEE, FLORIDA

ORDER DATE : July 21, 2006

ORDER TIME : 9:15 AM

ORDER NO. : 258159-005

CUSTOMER NO: 7123350

RESUBMIT
Please give original
submission date as file date.

CERTIFICATE OF LP AND CONVERSION

NAME: PEREZ INVESTMENTS, LLP

XX CERTIFICATE OF LIMITED PARTNERSHIP & CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
AND CONVERSION
FOR
PEREZ INVESTMENTS, LLP
INTO
PEREZ INVESTMENTS OF MIAMI, LLLP**

FILED
06 JUL 21 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner of **PEREZ INVESTMENTS OF MIAMI, LLLP** desiring to form a limited liability limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby submits this Certificate of Limited Partnership and Conversion to convert Perez Investments, LLP ("Florida Converting Partnership") into Perez Investments of Miami, LLLP (Florida Converted Limited Partnership") in accordance with Section 620.8914, Florida Statutes.

1. The name of the Florida Converting Partnership is Perez Investments, LLP, a registered Florida limited liability partnership (Document No. GP0000001124 and LLP 000000900).

2. The name of the Florida Converted Limited Partnership is Perez Investments of Miami, LLLP, a Florida limited liability limited partnership organized under the laws of the State of Florida.

3. The above referenced Florida Converting Partnership has converted into the above referenced Florida Converted Limited Partnership in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws governing the Florida Converted Limited Partnership.

4. The Plan of Conversion was approved by all of the partners of the Florida Converting Partnership in accordance with Chapter 620, Florida Statutes, and as required by the governing law of the Florida Converted Limited Partnership.

5. The address of the office of the Florida Converted Limited Partnership is 3490 NW 125th Street, Miami, Florida 33167.

6. The name and address of the registered agent for service of process on the Florida Converted Limited Partnership is Carl A. Perez, 3490 NW 125th Street, Miami, Florida 33167.

7. The name and business address of the General Partner of the Florida Converted Limited Partnership is JCRP, INC., 3490 NW 125th Street, Miami, Florida 33167.

8. The mailing address of the Florida Converted Limited Partnership is 3490 NW 125th Street, Miami, Florida 33167.

9. The latest date upon which the Florida Converted Limited Partnership shall dissolve is January 1, 2052.

10. This conversion is effective under the laws governing the Florida Converted Limited Partnership on the date of filing of this Certificate of Limited Partnership and Conversion with the Florida Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership and Conversion has been executed by the General Partner of **PEREZ INVESTMENTS OF MIAMI, LLLP**, THIS 18 day of July, 2006.

JCRP, INC., a Florida corporation,
General Partner

By: Carl A. Perez
Carl A. Perez, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PEREZ INVESTMENTS OF MIAMI, LLLP**, a Florida limited liability limited partnership in the foregoing Certificate of Limited Partnership and Conversion, the undersigned, on behalf of **PEREZ INVESTMENTS OF MIAMI, LLLP**, hereby agrees to accept service of process for **PEREZ INVESTMENTS OF MIAMI, LLLP** and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Carl A. Perez
Carl A. Perez