

A23199

CERTIFICATE OF CONVERSION

TO

FLORIDA LIMITED LIABILITY COMPANY

700004750657--4

Pursuant to §608.439, Florida Statutes, this is a Certificate of Conversion to convert 1400 Plaza Associates Ltd. To 1400 Plaza Associates LLC.

ARTICLE I: Date of Formation of 1400 Plaza Associates Ltd. (The "Converting Limited Partnership"): September 11, 1986

ARTICLE II: Jurisdiction: Florida

ARTICLE III: Name of Converting Limited Partnership: 1400 Plaza Associates Ltd. A23199

ARTICLE IV: Name of New Limited Liability Company: 1400 Plaza Associates LLC

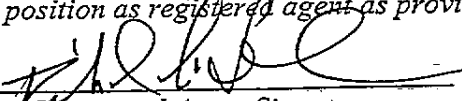
ARTICLE V: Effective Date of Conversion: December 31, 2001, 5:00 p.m.

ARTICLE VI: Registered Agent, Registered Office & Registered Agent Signature:
Richard S. Lehman, Esq.
Suite 270, 2600 N. Military Trail
Boca Raton, FL 33431

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608.439, F.S.


Registered Agent Signature

ARTICLE VII: Management.

The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager-managed company.

Sylvia Sabarsky

Signature of a member or an authorized representative of a member

Sylvia Sabarsky

Sylvia Sabarsky, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED