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521-1000

ACCOUNT NO. : 072100000032

REFERENCE : 844665 4312909

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 155.00 ~~180.00~~ per Jeanine

ORDER DATE : September 27, 2000

ORDER TIME : 10:22 AM

ORDER NO. : 844665-010

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CUSTOMER NO: 4312909

CUSTOMER: Patti Roehl, Legal Asst
Gunster Yoakley Valdez-fauli &
Stewart
777 S. Flagler Dr.
Suite 500 East
W. Palm Beach, FL 33401-6194

DOMESTIC FILING

NAME: AMB - BEACON CENTRE ALLIANCE,
LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 SEP 27 AM 10:51

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 27 PM 12:28

APPROVED
AND
FILED

JP
9-27-00

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the business immediately prior to filing this document was:

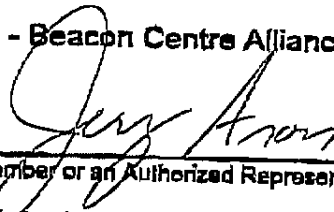
New World Partners Joint Venture Number Four

SECOND: The date on which and the jurisdiction in which the business was first created or otherwise came into being are:

- A. Date: May 31, 1995
- B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

AMB - Beacon Centre Alliance, LLC



Signature of a Member or an Authorized Representative of a Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerry Aron

Typed or Printed Name of Signee

522267

00 SEP 27 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is: **AMB – Beacon Centre Alliance, LLC.**

ARTICLE II – Address:

The mailing address of the principal office of the Limited Liability Company is:

8323 N.W. 12th Street
Suite 115
Miami, Florida 33126

The street address of the principal office of the Limited Liability Company is:

8323 N.W. 12th Street
Suite 115
Miami, Florida 33126

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida Street Address of the registered agent are:

Jerry Aron, P.A.
250 South Australian Avenue, 9th Floor
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service or process for the above stated limited liability company at the place designated in this certificate, Jerry Aron, P.A., hereby accepts the appointment as registered agent and agrees to act in this capacity. Jerry Aron, P.A., further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Jerry Aron, P.A., is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

JERRY ARON, P.A.

BY:

Jerry Aron
Jerry Aron, President

ARTICLE IV – Management (Check box if applicable).

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

Jerry Aron
Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerry Aron

Typed name of signec

00 SEP 27 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED