



THE UNITED STATES  
CORPORATION  
COMPANY

L000000014312

ACCOUNT NO. : 072100000032

REFERENCE : 899337 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 15, 2000

ORDER TIME : 3:52 PM

ORDER NO. : 899337-005

CUSTOMER NO: 80690A

CUSTOMER: Evan D. Seif, Esq  
Breier And Seif, P.a.

Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: POMPAÑO BEACH, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 16 AM 8:42  
TO AGENCY  
SUFFICIENCY OF FILING

backdate to  
11-16-00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 16, 2000

CSC  
TAMARA ODOM

SUBJECT: POMPANO BEACH, LLC  
Ref. Number: L00000012477

The conversion can only be filed at the time of filing a new LLC. If you still wish to file the conversion, you need to dissolve the current LLC and file the conversion and the new LLC at the same time.

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) 487-6025..

Trevor Brumley  
Document Specialist

Letter Number: 300A00058997

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TALLAHASSEE, FLORIDA

## 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 unincorporated business immediately prior to filing this document was:

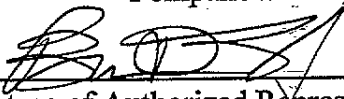
Pompano Beach Ho-Jo, A Florida Joint Venture

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

- A. Date: July 1, 1976
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

Third: The name of the limited liability company as set forth in the attached articles of organization is:

Pompano Beach, LLC

 11/14/00  
\_\_\_\_\_  
Signature of 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.)

Evan D. Seif Esq. Authorized Representative

Typed or Printed Name of Signee

### FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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AND  
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF A  
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

**ARTICLE I - NAME**

The name of this limited liability company is:

Pompano Beach, LLC

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the Company is  
2800 Ponce De Leon Boulevard, Suite 1125, Miami, Florida 33134.

**ARTICLE III - INITIAL REGISTERED AGENT**

The name of the initial Registered Agent of the Company is EVAN D. SEIF. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

**ARTICLE IV - MANAGEMENT**

The management of the Company shall be vested in its manager which shall consist of one (1) entity duly elected by the Members in the manner set forth in the Operating Agreement of the Company and is, therefore, a manager-managed company.

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BREIER AND SEIF, P.A. 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134-6919

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ARTICLE V - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this \_\_\_\_ day of November, 2000.

By: 

Evan D. Seif, Esq., Authorized Representative

(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).

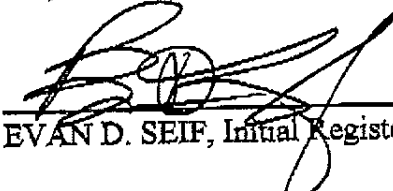
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TALLAHASSEE, FLORIDA

BREIER AND SEIF, P.A. 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134-6919

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Pompano Beach, LLC, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of Pompano Beach, LLC.

Date: November, 2000  
EVAN D. SEIF, Initial Registered Agent

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