

L00000015994

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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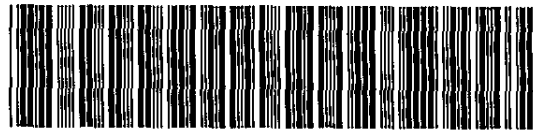
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 MAY 15 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06 MAY 15 PM 5:14
DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 106909 107982A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 85.00

ORDER DATE : May 15, 2006

ORDER TIME : 3:08 PM

ORDER NO. : 106909-010

CUSTOMER NO: 107982A

2006 MAY 15 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CONVERSION

NAME: MAESTO ASSOCIATES L.L.C.

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap-EXT#2951

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION
CONVERTING
MAESTO ASSOCIATES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
990 SOUTH ROGERS ASSOCIATES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY

FILED
2006 MAY 15 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.4403 of the Florida Limited Liability Company Act, as amended (the "Act"), Maesto Associates, L.L.C., a Florida limited liability company (the "New Company"), hereby files this Certificate of Conversion to convert the Company into a Delaware limited liability company and certifies as follows:

1. The name of the Florida limited liability company (the "Company") converting into another business entity is Maesto Associates, L.L.C.
2. The name of the other business entity (the "New Entity") into which the converting Florida limited liability company is to be converted is 990 South Rogers Associates, L.L.C. The New Entity is a limited liability company organized under the laws of the State of Delaware.
3. The Company has converted into the New Entity in compliance with the Act, and the conversion complies with the applicable laws governing the New Entity.
4. The plan of conversion was approved by the Company in accordance with Section 608.4402(2) of the Act.
5. The date the conversion was effective was May ^{15th}, 2006, which is the same date as the effective date of the conversion under the laws governing the New Entity.
6. The principal office address of the New Entity under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

791 Park of Commerce Drive
Boca Raton, Florida 33487

7. The New Entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Company, including any appraisal rights of its members under Sections 608.4351 to 608.43595 of the Act and the street and mailing address of the office the Florida Department of State may use for purposes of Section 48.181, Florida Statutes, is:

791 Park of Commerce Drive
Boca Raton, Florida 33487

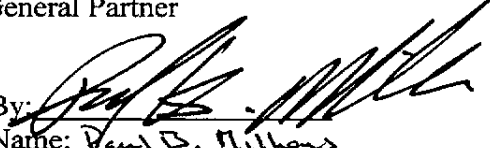
8. The New Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Section 608.4351 to 608.43595 of the Act.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion this 15th day of May, 2006.

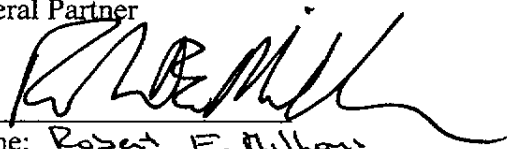
MAESTO ASSOCIATES, L.L.C.

By: TWO TOTEM ASSOCIATES,
a Nevada limited partnership
Its: Member

By: PAHOUS CORPORATION
Its: General Partner

By: 
Name: Paul D. Millhous
Its: President

By: ROHOUS CORPORATION
Its: General Partner

By: 
Name: Robert E. Millhous
Its: President