

Husch & Eppenberger, LLC
Attorneys and Counsellors at Law

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LO1000002569

February 14, 2001

Florida Dept. of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500003707055--9
-02/16/01--01065--008
****150.00 ****150.00

Re: Volusia Real Estate Holdings, LLC

Dear Sir/Madam:

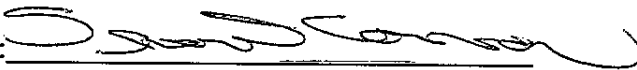
Enclosed for filing is the Certificate of Conversion and Articles of Organization, in duplicate, for the above-referenced limited liability company. Also enclosed is a check in the amount of \$150.00 for the fees.

A self-addressed Federal Express envelope is enclosed in which to return the file stamped copy.

If anything further is needed, please let me know. Thank you for your assistance.

Sincerely yours,

HUSCH & EPPENBERGER, LLC

By: 
Sheri Connor
Legal Assistant

SAC/me
Encls.

LO1-2569
JK

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:

Volusia Properties

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

- A. Date: Pursuant to oral general partnership agreement in January 1973
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

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

Volusia Real Estate Holdings, LLC

Kansas City Properties, Inc., Member

By: 

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.)

Cynthia Schwartz, President

Typed or Printed Name of Signee

FILED
01 FEB 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Volusia Real Estate Holdings, LLC

ARTICLE II - Address:

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

3810 Hollywood Boulevard
Hollywood, Florida 33021

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

The name and the Florida street address of the registered agent are:

Sidney Teger

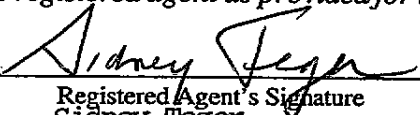
Name

3810 Hollywood Boulevard

Florida street address (P.O. Box NOT acceptable)
Hollywood FL 33021

City, State, and Zip

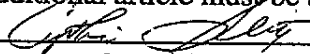
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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, F.S..


Registered Agent's Signature
Sidney Teger

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.

(An additional article must be added if an effective date is requested)


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.)

Kansas City Properties, Inc., Member, By: Cynthia Schwartz, President
Typed or printed name of signee

Filing Fees:

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

FILED
01 FEB 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA