

L0100000006780

2499 Glades Road
Suite 308
Boca Raton, Florida 33431

Merrill A. Bookstein
Counselor at Law, P.A.

(561) 361-9454
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E-Mail: MBookstein@aol.com

April 16, 2001

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500004033075--0
-04/19/01--01081--002
*****150.00 *****150.00

Attention: LLC's

Re: GGH&S Investment Company Conversion to
GGH&S Investment Co., LLC

W01-9572
L01-6780

Dear Sir/Madam:

Enclosed, please find two executed originals and one copy of the Certificate of Conversion of an Unrecorded Florida General Partnership to a Florida Limited Liability Company in accordance with Chapter 608.439 of the Florida Statutes together with our check for \$150.00 to cover the recording of same.

Kindly return one recorded Certificate of Conversion in the enclosed envelope which I have provided for your convenience.

Very truly yours,

MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.

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*****35.00 *****35.00

Merrill A. Bookstein
MAB/es
Encs.

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01 MAY -1 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6p



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2001

MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.
2499 GLADES ROAD, SUITE 308
BOCA RATON, FL 33431

SUBJECT: GGH&S INVESTMENT CO., LLC
Ref. Number: W01000009512

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for GGH&S INVESTMENT CO., LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to convert an entity to an LLC, you must submit the conversion and Articles of Organization simultaneously. Attached are our forms for filing a conversion and Articles.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 401A00024936

Merrill A. Bookstein
Counselor at Law, P.A.

2499 Glades Road
Suite 308
Boca Raton, Florida 33431

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VIA FEDERAL EXPRESS

April 30, 2001

Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: GGH&S INVESTMENT CO., LLC
Ref. Number: W01000009512

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Ms. Rivers:

In accordance with the attached letter, enclosed please find the following:

1. Two copies of the Certificate of Conversion along with two copies of the Articles of Organization of formation of GGH&S Investment Co., LLC.
2. My check for \$35.00 to pay for a Certified Copy and Certification of Status.

As per your letter, you are holding my original check for \$150.00. If there are any problems with this filing, I would appreciate your calling me collect at the number on my letterhead.

Very truly yours,

MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.

Merrill A. Bookstein

MAB:jw
enc.

CERTIFICATE OF CONVERSION

Pursuant to sections 608.407 and 608.439, Florida Statutes, the following entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

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

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

GGH&S Investment Co., A Florida general partnership

SECOND: The date on which and the jurisdiction in which the other entity was first created or otherwise came into being were:

A. Date: December 1, 1988
B. Jurisdiction: Florida

THIRD: If the jurisdiction was changed, the jurisdiction immediately prior to its conversion to a Florida limited liability company was: Florida

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

GGH&S Investment Co., LLC

FIFTH: Attached is a copy of the articles of organization for the new Florida limited liability company.

SIXTH: The effective date, if other than the date of filing, is: _____

(Note: Date must be specific and cannot be prior to the date of filing or more than 90 days in the future.)

Seymour Gordon
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.)

Seymour Gordon
Typed or Printed Name of Signee

FILING FEES: S100 Filing Fee for Articles of Organization
S 25 Filing Fee for Registered Agent Designation
S 25 Filing Fee for Certificate of Conversion
S 30 Certified Copy (optional)
S 5 Certificate of Status (optional)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

GGH&S INVESTMENT CO., LLC

ARTICLE II - Address

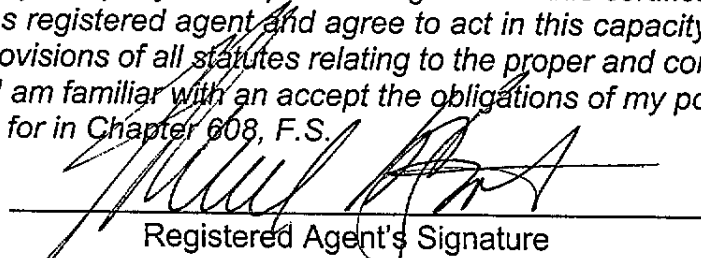
The mailing address and street address of the principal office of the Limited Liability Company is:

**GGH&S INVESTMENT CO., LLC
222 South Military Trail
Deerfield Beach, Florida 33442**

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

**MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.
2499 GLADES ROAD, SUITE 308
BOCA RATON, FLORIDA 33431**

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

ARTICLE IV - Purpose

The sole purpose for which the Company is organized is to purchase, own and operate the real property known as "Central Storage" at 800 N.W. 31st Avenue, Pompano Beach, Florida, (The "Real Property").

ARTICLE V - Limitations

- A. The Company shall only be permitted to incur the indebtedness that encumbers the real property and liabilities in the ordinary course of business relating to the ownership and operation of the real property for so long as the Real Estate Mortgage loan encumbering the real property to the favor of GMAC Commercial Mortgage Corporation, its successors and/or assigns (The "Mortgage") is still outstanding.
- B. The Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale so long as the mortgage is still outstanding.
- C. The Company is prohibited from amending its Articles of Organization as long as the mortgage is still outstanding.
- D. The unanimous consent of all members and the Company manager shall be required to permit the Company to; (i) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; (ii) to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Company; (iii) engage in any other business activity other than the ownership and operation of the real property; and (iv) amend these organizational documents.

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TALLAHASSEE, FLORIDA

- E. The manager of the Company shall be required to consider the interests of the Company's creditors in connection with all Company actions.
- F. The vote of a majority of the remaining members is sufficient to continue the life of the limited liability company in the event of a termination event. If the required consent of the remaining members to continue the limited liability company is not obtained, the limited liability company shall not liquidate the Real Property without the consent of holders of the Mortgage.

ARTICLE VI - Covenants

The Company covenants that the Company shall:

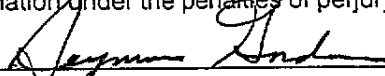
- (i) maintain books and records separate from any other person or entity;
- (ii) maintain its accounts separate from any other person or entity;
- (iii) not commingle assets with those of any other entity;
- (iv) conduct its own business in its own name;
- (v) maintain separate financial statements;
- (vi) pay its own liabilities out of its own funds;
- (vii) observe all company limited liability company's formalities;
- (viii) maintain an arm's-length relationship with its affiliates;
- (viii) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (ix) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (x) not acquire obligations or securities of its partners, members or shareholders;
- (xi) allocate fairly and reasonably any overhead for shared office space;
- (xii) use separate stationery, invoices, and checks;
- (xiii) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (xiv) hold itself out as a separate entity;
- (xv) correct any known misunderstanding regarding its separate identity; and
- (xvi) maintain adequate capital in light of its contemplated business operations.

ARTICLE VII - Management: (Check Box if applicable)

☒ The Limited Liability Company is to be managed by a manager. The name and address of such manager who is to serve as manager is:

**GGH&S MANAGEMENT CO., LLC
C/O SEYMOUR GORDON, PRESIDENT
222 South Military Trail
Deerfield Beach, Florida 33442**

(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.


SEYMOUR GORDON

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01 MAY - 1 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)