



GUNSTER YOAKLEY
ATTORNEYS AT LAW

LO1000009157

WRITER'S DIRECT DIAL NUMBER: (305) 376-4181

May 31, 2001

MJH

Via Federal Express

Florida Department of State
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

6/1

Attn: Division of Corporations

Re: **Hilltop Village L.C.**

600004337656--3
-06/01/01--01046--002
****185.00 ****185.00

Dear Sir/Madam:

Accompanying please find the following original documents for filing:

1. Certificate of Conversion for Hilltop Village LLC; and
2. Articles of Organization of Hilltop Village, L.C.

As well as our request for a Certificate of Status (an additional \$5.00 has been included in the fees), along with our firm check no.73675 in the amount of \$185.00. Please forward the Certificate and filed Articles of Organization to us in the enclosed Federal Express envelope.

Thank you for your attention to this matter.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Michelle Sanderson
Corporate Legal Assistant

MS/ed
Enclosures

cc: Edgar Lewis, Esq.
Mark J. Scheer, Esq.

FILED
01 JUN - 1 PM 4: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

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 liability company:

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

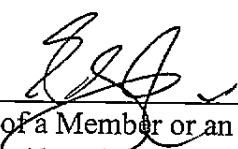
HILLTOP VILLAGE, L.L.C.

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

- A. Date: August 7, 1996
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Delaware

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

HILLTOP VILLAGE, L.L.C.


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.)

Edgar Lewis
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

**ARTICLES OF ORGANIZATION
OF
HILLTOP VILLAGE, L.C.**

The undersigned, for the purpose of converting an unincorporated business entity, Hilltop Village, L.L.C., a Delaware limited liability company, into a limited liability company under the laws of Florida, hereby adopt the following Articles of Organization:

Article I
Name

The name of the limited liability company is:

HILLTOP VILLAGE, L.C.

Article II
Conversion

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of HILLTOP VILLAGE, L.L.C., a Delaware limited liability company, which was itself originally organized under Florida law and converted to a Delaware limited liability company on or around October 22, 1997 under Delaware law. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, HILLTOP VILLAGE, L.L.C., a Delaware limited liability company, has been converted on the date hereof into a Florida limited liability company under the name of "HILLTOP VILLAGE, L.C." (the "Conversion").

THIS INSTRUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040
Florida Bar No.: 710430

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TALLAHASSEE, FLORIDA

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FAX AUDIT NO.:

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Article III
Existence and Duration

Pursuant to Section 608.439(4), Florida Statutes, the existence of the Company shall be deemed to have commenced on August 7, 1996, the date of the original filing of the Articles of Organization of Hilltop Village, L.C., with the Florida Secretary of State.

The existence of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of engaging in all lawful activities and do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's principal office is 9200 S. Dadeland Boulevard, Suite 500, Miami, Florida 33156..

Article IV
Registered Office and Agent

The street address of the registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131 and the registered agent at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Members

(a) The Members of the Company, and their addresses, at the time of the filing of the Certificate of Conversion are:

EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation
9200 S. Dadeland Boulevard, Suite 500
Miami, Florida 33156

ROBERT E. SPIELMAN, as Trustee of the Robert E. Spielman
Living Revocable Trust (u/d/d 5/02/96)
9200 S. Dadeland Boulevard, Suite 500
Miami, Florida 33156

FAX AUDIT NO.:

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Operating Agreement of the Company.

Article VII
Management

This Company shall be managed by a Managing Member appointed in accordance with the Operating Agreement of the Company. The name and address of the Managing Member as of the date of this Conversion are:


EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation
9200 S. Dadeland Boulevard, Suite 500
Miami, Florida 33156

Article VIII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

FAX AUDIT NO.:

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles the 31 day of May, 2001.

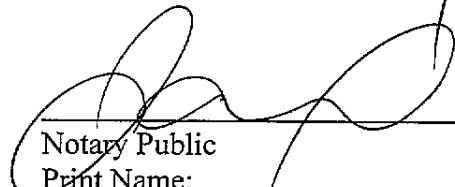


Edgar Lewis
Authorized Representative

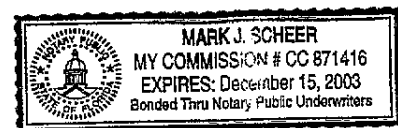
STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31 day of May, 2001 by Edgar Lewis, who is personally known to me.

[SEAL]



Notary Public
Print Name: _____
My Commission Expires: _____



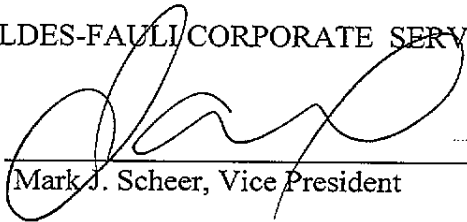
FAX AUDIT NO.:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:


Mark J. Scheer, Vice President

Dated:

5/31/01

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