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(727) 441-8966 FAX (727) 442-8470

L 012000/6/66 Tampa

September 12, 2001

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed please find the following documents to be filed:

1. Certificate of Conversion (\$25.00);
2. Articles of Organization of 1203 N. Orange, LLC (\$100);
3. Certificate of Designation of Registered Agent/Registered Office (\$25.00); and
4. Check for \$155.00.

Please note the check is to pay for the above mentioned documents and included is \$5.00 for a Certificate of Good Standing. Please return the Certificate of Good Standing to my office in the enclosed self addressed stamped envelope.

Should you have any questions please do not hesitate to call me at (813)273-4210.

Sincerely,


C.A. Moore

CAM/rbm
Enclosures

cc: Patrick Lennon, Esq.

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DIVISION OF CORPORATIONS
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:

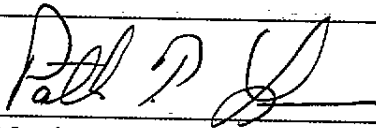
HLP Orange, a general partnership

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

- A. Date: 1977
- B. Jurisdiction: Orange County, 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:

1203 N. Orange LLC



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)

Patrick T. Lennon, Esq.

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)

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF ORGANIZATION
OF
1203 N. ORANGE, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be 1203 N. ORANGE, LLC.

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

1203 N. ORANGE, LLC
Attn: H. E. Lennon
400 NW 127 Avenue, #13
Plantation, Florida 33325

**ARTICLE III
Period of Duration**

Pursuant to Fla. Stat. 608.439(4), regarding the conversion of an unincorporated entity into a limited liability company, the limited liability company shall be deemed to have commenced on the date the converting entity began its existence, April 22, 1981, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**C. A. Moore - #147450
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, Florida 33602
(813) 273-4337**

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TALLAHASSEE, FLORIDA

ARTICLE V
Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602 and the initial registered agent at such address is Patrick T. Lennon. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Patrick T. Lennon is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI
Management

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

ARTICLE VIII
Restrictions on Membership

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE IX
Operating Agreement

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall

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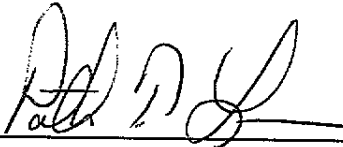
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be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE X
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of 1203 N. ORANGE, LLC.

17th IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of August, 2001.



PATRICK T. LENNON, ESQ.
Attorney and Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

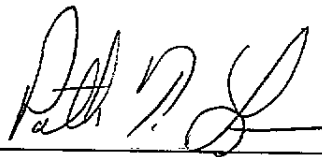
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 1203 N. ORANGE, LLC.
2. The name and address of the registered agent and office is:

Patrick T. Lennon, Esq.
400 North Tampa Street
Suite 2300
Tampa, Florida 33602

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.

Dated this 17th day of August, 2001.



Patrick T. Lennon, Esq.

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