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LLC  
Conversion  
02876

November 21, 2001

11/26

CUS

MJM

Via Federal Express - Standard Delivery  
Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-11/27/01--01018--009  
\*\*\*\*635.00 \*\*\*\*158.75

**RE: LIMITED LIABILITY COMPANIES**

Dear Sir/Madam:

Enclosed please find the following Certificate of Conversions and Articles of Organization for filing:

1. Certificate of Conversion, together with the Articles of Organization of Hil-Del Property Management, LLC;
2. Certificate of Conversion, together with the Articles of Organization of Del-Hil Property Management, LLC;
3. Certificate of Conversion, together with the Articles of Organization of Onti Properties, LLC; and
4. Certificate of Conversion, together with the Articles of Organization of Bengo Properties, LLC.

FILED  
01 NOV 26 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Also, enclosed is our firm check in the amount of \$635.00, representing the aggregate amount (\$125.00 (LLC) + \$25.00 (Conversion) + \$8.75 (certified copy) = \$158.75 x 4 = \$635.00) of the filing fees for the above documents

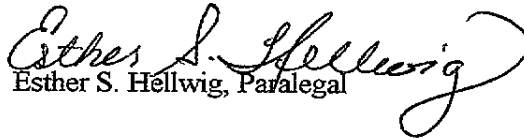
Please return to me the certified copies of each of the Certificate of Conversions with their respective Articles of Organization.

Florida Secretary of State  
November 21, 2001  
Page 2

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Thank you for your prompt attention to this matter.

Sincerely,  
KATZ, BARRON, SQUITERO & FAUST, P.A.

  
Esther S. Hellwig, Paralegal

ESH

Enclosures

cc: Ana C. Harris, Esq.

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**CERTIFICATE of CONVERSION**  
**of unincorporated business into**  
**HIL-DEL PROPERTY MANAGEMENT, LLC,**  
**a Florida limited liability company**

FILED  
01 NOV 26 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HILDA BENGOCHEA and DELIA ONTIVERO, being all of the owners of the unincorporated business, a general partnership, more particularly described herein, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting their general partnership into a limited liability company, in accordance with and pursuant to Section 608.439, Florida Statutes, and state as follows:

1. **Business.** The sole purpose of the business is the ownership and operation of the real property located at 355 SW 22<sup>nd</sup> Road, Miami, Florida, and more particularly described as:

LOT 17, BLOCK 9, HOLLEMAN PARK, according to the plat thereof as recorded in Plat Book 8, Page 23, of the Public Records of Miami-Dade County, Florida.

2. **Date and Jurisdiction.** The unincorporated business, a general partnership, began on September 30, 1999, in Miami, Florida.

3. **Name of general partnership.** The name of the general partnership immediately prior to the filing of this Certificate of Conversion is 355 SW 22<sup>nd</sup> Road.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is HIL-DEL PROPERTY MANAGEMENT, LLC.

This instrument prepared by:  
Ana Cela Harris, Esq.  
Florida Bar No: 705403  
Katz, Barron, Squitero & Faust, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, FL 33133  
305-856-2444

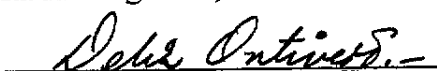
5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective upon the filing of this Certificate with the Department of State.

6. **Approval of Conversion.** The Conversion was approved by all of the partners of the general partnership. No other consents were required. The articles of organization and operating agreement of HIL-DEL PROPERTY MANAGEMENT, LLC, were approved by all of the members and partners.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the partners/owners relating to the general partnership incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the general partnership comprising the business, including the property located at, 355 SW 22<sup>nd</sup> Road, Miami, Florida, shall be vested in HIL-DEL PROPERTY MANAGEMENT, LLC and shall thereafter be the property of HIL-DEL PROPERTY MANAGEMENT, LLC.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 19<sup>th</sup> day of November, 2001, in accordance with Florida Statutes, Section 608.439.

  
Hilda Bengochea, Partner/Member


  
Delia Ontivero, Partner/Member

[NOTARY PAGE FOLLOWS]

The foregoing instrument was executed in my presence by HILDA BENGOCHEA who is personally known to me or who produced a \_\_\_\_\_ as identification, this 19<sup>th</sup> day of November, 2001.



Esther S Hellwig  
My Commission CC807922  
Expires March 22 2003

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

The foregoing instrument was executed in my presence by DELIA ONTIVERO who is personally known to me or who produced a \_\_\_\_\_ as identification, this 19<sup>th</sup> day of November, 2001.



Esther S Hellwig  
My Commission CC807922  
Expires March 22 2003

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

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**ARTICLES OF ORGANIZATION**  
**OF**  
**HIL-DEL PROPERTY MANAGEMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I**  
**NAME**

The name of the limited liability company is HIL-DEL PROPERTY MANAGEMENT, LLC.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 366 SW 22<sup>nd</sup> Road, Miami, Florida 33129.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

**ARTICLE IV**  
**DURATION AND EFFECTIVE DATE**

The period of this Company's duration shall be perpetual.

**ARTICLE V**  
**PURPOSE**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented.

This instrument prepared by:  
Ana C. Harris, Esq.  
KATZ, BARRON, SQUITERO & FAUST, P.A.  
2699 S. Bayshore Drive, 7<sup>th</sup> Floor  
Miami, Florida 33133  
Tel: (305) 856-2444  
Fax: (305) 285-9227

ARTICLE VI  
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed. The Company shall initially have two (2) Managers. The Managers shall hold the office and have the responsibility accorded to them by the members and set out in the operating agreement. The name and address of the initial Managers, who are to serve until the first annual meeting of Members or until their successor is elected and qualified, are:

Delia Ontivero  
366 SW 22<sup>nd</sup> Road  
Miami, FL 33129

Hilda Bengochea  
354 SW 22<sup>nd</sup> Road  
Miami, FL 33129

this 19<sup>th</sup> IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal  
day of November, 2001.


  
Hilda Bengochea, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 19<sup>th</sup> day of November, 2001.

CORPCO, INC

  
Ana C. Harris, Vice President