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FRANK T. ADAMS  
BERNARD ALLEN  
MARK S. AUERBACHER  
ALON BARZAKAY  
KENNETH L. BEDNAR  
W. TODD BOYD  
CHARLES D. BRECKER  
MELISSA S. CHANNING  
JORGE I.G. DEL VALLE  
DAMON K. DIAS  
DAVID S. DROBNER  
ERICA L. ENGLISH  
MARC L. FAUST  
HOWARD L. FRIEDBERG  
ROBERT C. GRADY  
ANA C. HARRIS  
ELIZABETH A. HEISE  
MATHAI JACOB  
SETH Z. JOSEPH  
MICHAEL D. KATZ  
NICOLE T. KOPELOWITZ  
JILL D. LEVY  
MARIA C. MONTENEGRO  
RICHARD A. MORGAN  
CARLOS E. MUSTELIER JR.  
ANTHONY H. PELLE  
JOSE R. RIGUERA  
WILLIAM D. ROHRER  
ROLAND SANCHEZ-MEDINA, JR.  
JOHN R. SQUITERO  
MICHELE L. STOCKER

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

1099 SOUTH BAYSHORE DRIVE  
SEVENTH FLOOR  
MIAMI, FLORIDA 33133-5408

MIAMI-DADE (305) 856-2444  
BROWARD (954) 781-4720 • (954) 522-3636  
TELECOPIER (305) 285-9227  
www.katzbarron.com

RONALD M. BARRON  
(1945 - 1994)

OF COUNSEL  
ROGER S. GOLDMAN  
ALICIA MORALES-FERNANDEZ  
RICHARD MORTON  
WILLIAM A. ZEIHNER, P.A.

FT. LAUDERDALE OFFICE:  
100 N.E. THIRD AVENUE, SUITE 280  
FT. LAUDERDALE, FLORIDA 33301  
TELEPHONE: (954) 522-3636  
(954) 781-4720  
TELECOPIER: (954) 522-5119

December 11, 2001

**Via Federal Express**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-12/12/01--01045--017  
\*\*\*\*317.50 \*\*\*\*180.00

**RE: CERTIFICATE OF CONVERSIONS**

Dear Sir/Madam:

Enclosed please find the following for filing:

1. Certificate of Conversion into Forestlake Apartments, LLC; and
2. Certificate of Conversion into The Glens, LLC.

Also, enclosed please find our firm checks in the aggregate amount of \$360.00 representing the filing fees and the certified copies. Please return to me the certified copies in the Federal Express envelope provided herein.

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

Thank you.

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

Esther S. Hellwig, Paralegal

FF \$150  
da 30

eff  
12-31-01

Enclosure

cc: Ana C. Harris, Esq.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE of CONVERSION**  
**of unincorporated business into**  
**FORESTLAKE APARTMENTS, LLC,**  
**a Florida limited liability company**

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Pursuant to Section 608.439, Florida Statutes, FORESTLAKE APARTMENTS, an unincorporated business entity, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

JOHN PASSALACQUA and PAUL R. SUSSMAN, being the co-owners of FORESTLAKE APARTMENTS, an unincorporated business, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") converting their unincorporated business into a limited liability company, and state as follows:

1. **Name of unincorporated business.** The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was Forestlake Apartments.
2. **Business:** The sole purpose of the business is the ownership and operation of the rental apartments located at 132 Forest Lake Blvd., Daytona Beach, Florida 32119, and more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.
3. **Date and Jurisdiction.** The unincorporated business began on December 16, 1993, in Daytona Beach, Florida.
4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is FORESTLAKE APARTMENTS, LLC.

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

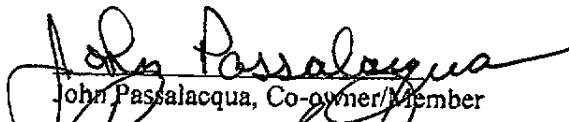

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5. **Effective Date.** The Conversion of the unincorporated business to the limited liability company will become effective on December 31, 2001.

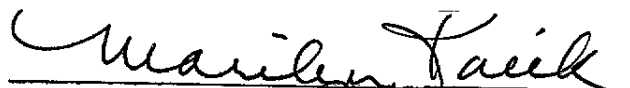
6. **Approval of Conversion.** The Conversion was approved by all of the owners of the unincorporated business, in the manner provided by the agreement of the owners. The articles of organization and operating agreement of Forestlake Apartments, LLC, were approved by all of the owners, in the manner provided by the agreement of the owners.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the owners relating to the business incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the owners comprising the business, including the real property located at 132 Forest Lake Blvd., Daytona Beach, Florida, shall be vested in FORESTLAKE APARTMENTS, LLC and shall thereafter be the property of FORESTLAKE APARTMENTS, LLC.

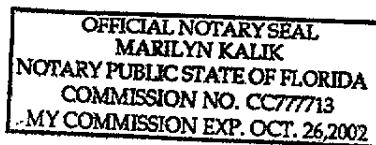
IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 6<sup>th</sup> day of December, 2001, in accordance with Florida Statutes, Section 608.439.

  
John Passalacqua, Co-owner/Member  
  
Paul R. Sussman, Co-owner/Member

The foregoing instrument was executed in my presence by JOHN PASSALACQUA and PAUL R. SUSSMAN who are personally known to me or who produced a \_\_\_\_\_ as identification, this 6<sup>th</sup> day of December, 2001.

  
Notary Public, State of Florida at Large

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Sent by: Katz Barron

305 854 0740;

12/05/01 3:44PM; **JetFax** #452; Page 12/15

Sent by: Katz Barron

954 522 5119;

10/11 10:59; **JetFax** #483; Page 8/8

**FORESTLAKE**

**Exhibit "A"**  
**Legal Description**

**PARCEL 1:**

**Sub-Tract 1 of FOREST LAKE SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 37, Page 190, of the Public Records of Volusia County, Florida.**

**TOGETHER WITH** a certain "Private Easement for Sub-Tract 1 Recreational Purposes" over the lands designated as being subject to said Easement on the Plat of FOREST LAKE SUBDIVISION, as recorded in Plat Book 37, Page 190, of the Public Records of Volusia County, Florida; **ALSO TOGETHER WITH** certain perpetual, non-exclusive easements appurtenant thereto, created and defined in that certain Declaration of Covenants and Restrictions, FOREST LAKE SUBDIVISION, Volusia County, Florida, and Notice of Provisions of Forest Lake Homeowner's Association, Inc., executed by Vedder Industries, Inc., as Trustee, dated April 15, 1981 and recorded on May 27, 1981 in Official Records Book 2270, Page 216 and re-recorded on July 23, 1981 in Official Records Book 2285, Page 557, as modified by that certain Amended Declaration of Covenants and Restrictions, FOREST LAKE SUBDIVISION, Volusia County, Florida, and Notice of Provisions of Forest Lake Homeowner's Association, Inc., executed by Vedder Industries, Inc., as Trustee, dated May 27, 1982 and recorded on May 27, 1982 in Official Records Book 2359, Page 1634, all of the Public Records of Volusia County, Florida.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FORESTLAKE APARTMENTS, 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 FORESTLAKE APARTMENTS, LLC.

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 4201 N. Ocean Drive, Suite 605, Hollywood, Florida 33019.

**ARTICLE III**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is 4201 N. Ocean Drive, Suite 605, Hollywood, Florida 33019, and the name of the registered agent of this Company at that address is PAUL R. SUSSMAN.

**ARTICLE IV**

**DURATION AND EFFECTIVE DATE**

The period of this Company's duration shall be perpetual and the effective date of the Company's commencement shall be December 31, 2001.

This instrument prepared by:  
ANA C. HARRIS, ESQUIRE  
Florida Bar No: 705403  
KATZ, BARRON, SQUIERO & FAUST, P.A.  
2899 South Bayshore Drive, Seventh Floor  
Miami, Florida 33133-5408  
(305) 856-2444  
Fax: (305) 285-9227

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TALLAHASSEE, FLORIDA

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 corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one Manager. The Manager shall hold the office and have the responsibilities accorded to it by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until its successor is elected and qualified, is:

Sunbelt Development Corporation  
4201 N. Ocean Drive  
Suite 605  
Hollywood, FL 33019

ARTICLE VIII

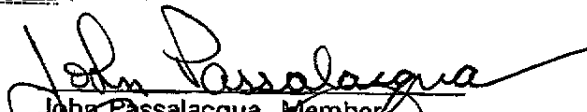
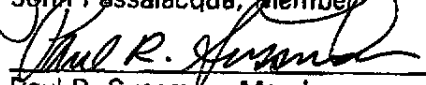
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Company is not freely transferable and may only be transferred or assigned in accordance with the procedures set forth in the operating agreement. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

This instrument prepared by:  
ANA C. HARRIS, ESQUIRE  
Florida Bar No: 705403  
KATZ, BARRON, SQUITERO & FAUST, P.A.  
2699 South Bayshore Drive, Seventh Floor  
Miami, Florida 33133-6408  
(305) 856-2444  
Fax: (305) 285-9227

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned members have hereunto set their hands and seal this 6<sup>th</sup> day of Dec, 2001.

  
John Passalacqua, Member  
  
Paul R. Sussman, 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 6<sup>th</sup> day of DECEMBER, 2001.

  
Paul R. Sussman

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