

601000021819

The Aragon Building
288 Aragon Avenue
Coral Gables, FL 33134

Telephone (305) 443-7400
Facsimile (305) 443-7442

rjb@bischofflaw.com

December 10, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200004724522--8
-12/13/01--01044--002
****180.00 ****180.00

RE: LWR, LTD.

To Whom It May Concern:

Enclosed is a Certificate of Conversion for LWR, Ltd., Articles Of Organization of LWR, L.L.C. for filing with a filing date of December 10, 2001.

We also enclose a check made payable to you in the amount of \$180.00 for filing (\$25.00 for the Certificate of Conversion, \$125.00 for the Articles of Organization and \$30.00 for a certified copy). Once you have filed the attached, please return a certified copy to us.

Please call should you have any questions or comments.

Very truly yours,

Sandra Leyva

Sandra Leyva
Legal Assistant

Enclosures

601-21819
OR

FILED
01 DEC 13 PM 5:50
SECRETARY OF STATE
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 LWR, Ltd.

A23597

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

- A. Date: November 17, 1986
- B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is LWR, L.L.C.

Ann R. Goldman

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 penalties of perjury that the facts stated herein are true.)

Ann R. Goldman, Member

FILED
01 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

LWR, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is LWR, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

10720 S.W. 69th Court
Miami, Florida 33156

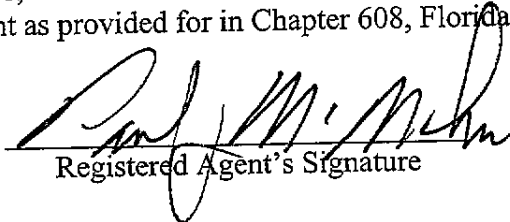
ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the limited liability company's registered agent.

Paul Joseph McMahon, Esq.
c/o Paul Joseph McMahon, P.A.
2840 S.W. Third Avenue
Miami, Florida 33129

FILED
01 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.


Registered Agent's Signature

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

Ann R. Goldman

Signature of 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).

Ann R. Goldman

FILED
01 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA