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February 4, 2002

000004890270--4  
-02/07/02-01047-001  
\*\*\*\*180.00 \*\*\*\*125.00

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

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-02/07/02-01047-001  
\*\*\*\*180.00 \*\*\*\*160.00

RE: RAMOS PROPERTY MANAGEMENT, LLC

Dear Sir/Madam:

Enclosed for filing is the Certificate of Conversion of unincorporated business into Ramos Property Management, LLC. Also, enclosed is a check in the amount of \$180 representing the \$150 conversion fee and \$30.00 for a certified copy.

Please return to me the certified copy.

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*  
Esther S. Hellwig, Paralegal

ESH

Enclosures

cc: Juan C. Ramos, Jr.  
Ana C. Harris, Esq.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

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JUAN C. RAMOS, being the sole owner of the unincorporated business, a sole proprietorship, more particularly described herein, hereby make, acknowledge, and file this Certificate of Conversion (the "Certificate") and the attached Articles of Organization, converting his sole proprietorship 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 2942 SW 4<sup>th</sup> Avenue, Miami, Florida, and more particularly described as:

Lot 9, Block 16, BRICKELL ESTATES, according to the plat thereof, as recorded in Plat Book 17, at Page 51, of the Public Records of Dade County, Florida.

2.     **Date and Jurisdiction.** The unincorporated business, a sole proprietorship, began on December 30, 1994, in Miami, Florida.

3.     **Name of sole proprietorship.** The name of the sole proprietorship immediately prior to the filing of this Certificate of Conversion is 2942 SW 4<sup>th</sup> Avenue Property.

4.     **Name of limited liability company.** The name of the limited liability company set forth in its articles of organization is RAMOS 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

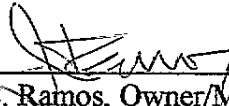
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TALLAHASSEE, FLORIDA

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 owners of the sole proprietorship. The articles of organization and operating agreement of RAMOS PROPERTY MANAGEMENT, LLC, were approved by all of the members.

7. **Effect of Conversion.** The Conversion shall not affect any obligations of the owner relating to the sole proprietorship incurred prior to the conversion. Further, upon the effective date of the Conversion, all property of the sole proprietorship comprising the business, including the property located at, 2942 SW 4<sup>th</sup> Avenue, Miami, Florida, shall be vested in RAMOS PROPERTY MANAGEMENT, LLC and shall thereafter be the property of RAMOS PROPERTY MANAGEMENT, LLC.


IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 28<sup>th</sup> day of January, 2002, in accordance with Florida Statutes, Section 608.439.

  
\_\_\_\_\_  
Juan C. Ramos, Owner/Member

The foregoing instrument was executed in my presence by JUAN C. RAMOS who is personally known to me or who produced a \_\_\_\_\_ as identification, this 28<sup>th</sup> day of January, 2002.

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

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 Esther S Hellwig  
My Commission CC807922  
Expires March 22 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**RAMOS 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 RAMOS PROPERTY MANAGEMENT, LLC.

**ARTICLE II**  
**ADDRESS**

The mailing address of the principal office of the limited liability company is 6776 SW 64 Street, South Miami, Florida 33143 and street address of the principal office of the limited liability company is 2942 SW 4<sup>th</sup> Avenue, 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  
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**ARTICLE VI**  
**MANAGEMENT OF COMPANY**

The business of the Company shall be manager-managed by one (1) initial Manager. The Manager shall hold the office and have the responsibility accorded to him 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 his successor is elected and qualified, is:

Juan C. Ramos  
6776 SW 64 Street  
South Miami, FL 33143

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal  
this 28<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
Juan C. Ramos  
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 29 day of January, 2002.

CORPCO, INC.

  
\_\_\_\_\_  
Ana C. Harris, Vice President

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