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LAW OFFICES  
SIMON & SIMON, P.A.  
SUITE 504 • ONE DATRAN CENTER  
9100 S. DADELAND BOULEVARD  
MIAMI, FLORIDA 33156-7815

City/State/Zip

Phone #

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\*\*\*\*310.00 \*\*\*\*155.00

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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Conversion / LLC **MJH**  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
02 FEB 25 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

**CERTIFICATE of CONVERSION**  
of  
**D. Solomon & I. Kalback,**  
a Florida general partnership  
into  
**SOLOMON-KALBACK NORTH BLDG., LLC**

**Under Section 608.439 of the Florida Limited Liability Company Act**

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act, **SOLOMON-KALBACK NORTH BLDG., LLC**, a Limited Liability Company, organized under the laws of the State of Florida, files this Certificate of Conversion to effect a conversion from a Florida general partnership to a Florida Limited Liability Company as follows:

1. The Florida General Partnership, **D. Solomon & I. Kalback**, which is being converted to a Florida Limited Liability Company (the "Other Entity") was first formed on Aug 1, 1960 in Miami-Dade County, Florida and has federal identification number 59-6145065.
2. The Other Entity has always been known as the **D. Solomon & I. Kalback** and has been continued to be known by that name until the filing of this Certificate of Conversion to a Florida Limited Liability Company.
3. The name of the Limited Liability Company as set forth in its Articles of Organization is **SOLOMON-KALBACK NORTH BLDG., LLC**.
4. The conversion to a limited liability company shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization of **SOLOMON-KALBACK NORTH BLDG., LLC**.

**IN WITNESS WHEREOF** and under penalties of perjury that the facts stated herein are true this Certificate of Conversion has been subscribed this 13 day of February 2002 by Richard F. Kalback a Member of SOLOMON-KALBACK NORTH BLDG., LLC and by Lewis Kanner, registered agent of SOLOMON-KALBACK NORTH BLDG., LLC.

Richard F. Kalback  
Richard F. Kalback, Member

Registered Agent:

Lewis Kanner  
Lewis Kanner, Esquire

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## ARTICLES of ORGANIZATION of SOLOMON-KALBACK NORTH BLDG., LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SOLOMON-KALBACK NORTH BLDG., LLC**, and its principal office and mailing address shall be located at **c/o Lewis Kanner, Esquire, 2550 Brickell Bayview Centre, 80 SW 8<sup>th</sup> Street in the City of Miami, County of Miami-Dade, State of Florida, 33130**, but it shall have the power and authority to establish branch offices at any other place or places as the managers may designate.

### ARTICLE II

#### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **2550 Brickell Bayview Centre, 80 SW 8<sup>th</sup> Street, Miami, State of Florida, 33130**, and the name of the company's initial registered agent at that address is **Lewis Kanner**.

### ARTICLE III

#### PURPOSES AND POWERS

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- .. 1. To engage in any activity or business authorized under the Florida Statutes.
- .. 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- .. 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- .. 4. To enter into and make all necessary contracts for its business with any person, entity,

Gary P. Simon  
9100 S. Dadeland Blvd., Suite 504  
Miami, Florida 33156  
305-670-6750 Fla Bar No. 184309

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partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

. . 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

. . 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

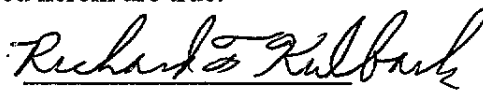
B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

#### ARTICLE IV MANAGEMENT

This limited liability company shall be a **manager managed** company.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **SOLOMON-KALBACK NORTH BLDG., LLC**. Executed by the undersigned at Miami, FL on Feb 13, 2002. Under penalties of perjury, the facts stated herein are true.

  
Print: Richard F. Kalback

Gary P. Simon  
9100 S. Dadeland Blvd., Suite 504  
Miami, Florida 33156  
305-670-6750 Fla Bar No. 184309

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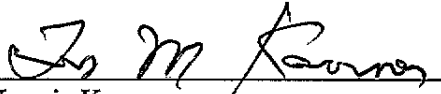
### REGISTERED AGENT STATEMENT & ACCEPTANCE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified above submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the registered agent the limited liability company is **Lewis Kanner** and the street address of the company's registered office where the agent is located is **2550 Brickell Bayview Centre, 80 SW 8<sup>th</sup> Street, Miami, State of Florida, 33130.**

This statement is to acknowledge that the limited liability company above has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I 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. Under penalties of perjury, the facts stated herein are true.

Dated Feb 8, 2002.

  
Lewis Kanner

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