

L02000005275

Esther S. Hellwig
Requester's Name

Katz, Barron, Squitiero & Faust, P.A.
Address

2109 S. Bayshore Dr., 7th Floor
City/State/Zip Phone #

Miami, FL 33133-5408

2/27

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-02/28/02--01015--001
****873.75 ****185.00

Office Use Only

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

1. LLC Conversion - CC & CUS
(Corporation Name) (Document #)

2. Ack-02876
(Corporation Name) (Document #)

3. CC-02877 CUS-00249
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
02 FEB 27 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**CERTIFICATE of CONVERSION
of unincorporated business into
32nd STREET ASSOCIATES, LLC,
a Florida limited liability company**

02 FEB 27 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Section 608.439, Florida Statutes, 32ND STREET ASSOCIATES, a Florida
general partnership (the "Partnership"), hereby makes, acknowledges, and files this Certificate of
Conversion (the "Certificate") and the attached Articles of Organization, converting the general
partnership into a limited liability company, and states as follows:

1. **Business.** The Partnership is the owner of the real property commonly known as
32nd Street Shopping Center, located in Boca Raton, Florida, and more particularly described as:

South 300 feet of Lot 1, Block 1, Replat of Part of Blocks 50, 51, 58, 59, 60, 61,
VILLA RICA SUBDIVISION: according to the Plat thereof recorded in Plat Book
27, Page 28, Public Records of Palm Beach County, Florida; less that portion lying
in the external area formed by 25.00 foot radius arc, which is tangent to the South and
East lines of said Lot 1; (as conveyed to the CITY OF BOCA RATON, FLORIDA
by Deed recorded in Official Record Book 2126, Page 1814).

2. **Name of general partnership.** The name of the general partnership immediately
prior to the filing of this Certificate of Conversion is 32nd Street Associates.

3. **Date and Jurisdiction.** The unincorporated business, a general partnership, began
on February 28, 1983, in Boca Raton, Palm Beach County, Florida.

4. **Name of limited liability company.** The name of the limited liability company as set
forth in its articles of organization is 32ND STREET ASSOCIATES, LLC.

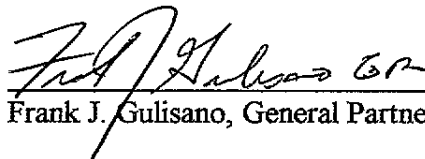
This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitiero & Faust, P.A.
2699 S. Bayshore Drive, 7th Floor
Miami, FL 33133
305-856-2444

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.

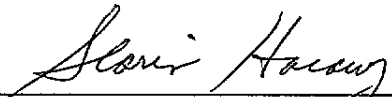
6. **Approval of Conversion.** The Conversion was approved by all of the partners of the general partnership. No other consents were required. The articles of organization and operating agreement of 32ND STREET ASSOCIATES, LLC, were approved by all of the members.

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, Boca Raton, Florida, shall be vested in 32ND STREET ASSOCIATES, LLC and shall thereafter be the property of 32ND STREET ASSOCIATES, LLC.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and swears to the foregoing as of the 31 day of January, 2002, in accordance with Florida Statutes, Section 608.439.


Frank J. Gulisano, General Partner/Member

The foregoing instrument was executed in my presence by Frank J. Gulisano who is personally known to me or who produced a _____ as identification, this 31 day of January, 2002.


Notary Public, State of Florida at Large



Gloria Horowitz
MY COMMISSION # CC714068 EXPIRES
April 5, 2002
BONDED THRU TROY FAIN INSURANCE INC.

ARTICLES OF ORGANIZATION

OF

32nd STREET ASSOCIATES, 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 32ND STREET ASSOCIATES, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 6700 N.W. Broken Sound Parkway, Suite 201, Boca Raton, Florida 33487.

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, 7th 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 one (1) 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:

Frank J. Gulisano
6700 N.W. Broken Sound Parkway
Suite 201
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 31 day of January, 2002.



Frank J. Gulisano, 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 13 day of ~~January~~^{February}, 2002.

CORPCO, INC.



Ana C. Harris, Vice President