

LO2 000005959

March 7, 2001

VIA FEDERAL EXPRESS

Division of Corporations
ATTN: Certification Section
409 East Gaines Street
Tallahassee, Florida 32399

Melody L. Adams
Legal Assistant

T 919 286 8057
F 919 286 8199
melodyadams@mvalaw.com

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Post Office Box 3843
Durham, NC 27702-3843

Re: Southern Properties

800005073498--9
-03/08/02--01059--016
****180.00 ****180.00

Dear Sir or Madam:

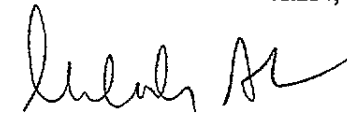
In connection with the above entity, enclosed you will find the following documents:

1. Original and one copy of Certificate of Conversion for Southern Properties Limited Partnership;
2. Original and one copy of Articles of Organization for Southern Properties, LLC; and
3. Moore & Van Allen PLLC check in the amount of \$180.00 to cover the filing and certified copy fee.

If there is a problem with this filing, please call me at (919) 286-8057. Otherwise, once the document has been duly filed, please return the requested documentation to me in the enclosed return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC



Melody Adams

Enclosures

FILED
MAR -8 PM 1:51
TALLAHASSEE, FLORIDA

LO2-5959
OK

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:

Southern Properties Limited Partnership

A95-214

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

A. Date: February 6, 1995

B. Jurisdiction: Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Southern Properties, LLC

Rebecca J. Scott

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

Rebecca J. Scott

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

CLERK OF COURT
TALLAHASSEE, FLORIDA

02 MAR -8 PM 1:51

FILED

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Southern Properties, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

251 Coconut Palm Road
Boca Raton, Florida 33432

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Rebecca J. Scott
Name

251 Coconut Palm Road
Florida street address (P.O. Box NOT acceptable)

Boca Raton FL 33432
City, State, and Zip

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, F.S.

Rebecca J. Scott
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

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

Rebecca J. Scott
Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA