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CERTIFICATE of CONVERSION
of unincorporated business into
354 HIL-DEL PROPERTY MANAGEMENT, LLC
a Florida limited liability company

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity, more particularly described herein, 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 sole purpose of the business is the ownership and operation of the real property located at 354 SW 22nd Road, Miami, Florida, and more particularly described as:

Lot 5, Block 8 of HOLLEMAN PARK, according to the Plat thereof, as recorded in Plat Book 8, Page 23, of the Public Records of Dade County, Florida.
2. **Date and Jurisdiction.** The unincorporated business, a general partnership, began on October 15, 1981 in Miami, Florida.
3. **Name of general partnership.** The name of the general partnership immediately prior to the filing of this Certificate of Conversion is 354 SW 22nd Road Property.
4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is 354 HIL-DEL PROPERTY MANAGEMENT, LLC.
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.

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

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TALLAHASSEE, FLORIDA

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 354 HIL-DEL PROPERTY MANAGEMENT, LLC, were approved by all of the members and partners.

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, 354 SW 22nd Road, Miami, Florida, shall be vested in 354 HIL-DEL PROPERTY MANAGEMENT, LLC and shall thereafter be the property of 354 HIL-DEL PROPERTY MANAGEMENT, LLC.

The undersigned affirms under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 30th day of April, 2002, in accordance with Florida Statutes, Section 608.439.

Hilda Bengochea
Hilda Bengochea, Partner/Member

Delia Ontivero
Delia Ontivero, Partner/Member

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ARTICLES OF ORGANIZATION
OF
354 HIL-DEL 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 354 HIL-DEL PROPERTY MANAGEMENT, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 366 SW 22nd Road, 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, Squitiero & Faust, P.A.
2699 South Bayshore Drive, 7th Floor
Miami, Florida 33133
Tel: (305) 856-2444

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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 her 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 her successor is elected and qualified, are:

Hilda Bengochea
354 SW 22nd Road
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal
this 30th day of April, 2002.

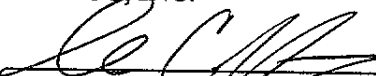

Hilda Bengochea, Member

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 30th day of April, 2002.

CORPCO, INC.


Ana C. Harris, Vice President

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