

**WALDMAN FELUREN
& TRIGOBOFF, P.A.**

ATTORNEYS AT LAW

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Mark S. Feluren

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L0200000 24356

September 14, 2002

VIA FEDERAL EXPRESS

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

900007805119--1
-09/17/02--01057--006
****150.00 ****150.00

Re: Pembroke Road Properties, LLC

Dear Sir/Madam:

Enclosed please find Articles of Organization of Pembroke Road Properties, LLC, as well as a Certificate of Conversion for the general partnership Pembroke Road Realty Partnership. Also enclosed is a check in the amount of \$150.00 representing the filing fees for same.

Kindly mail a stamped copy to me in the pre-addressed postage paid envelope.

Thank you for your assistance.

Very truly yours,



Mark S. Feluren

MSF/aa
Enclosures

02 SEP 18 AM 9:41
P.F.A. ED
TALLAHASSEE, FLORIDA

9/19


CERTIFICATE OF CONVERSION

The undersigned, a member of Pembroke Road Properties, LLC, a Florida limited liability company (the "Company"), certifies as follows in accordance with Florida Statute Section 608.439(3):

1. Pembroke Road Realty Partnership is a Florida general partnership (the "Partnership") formed on September 1, 1987, and continued to be a Florida general partnership immediately prior to its conversion to the Company.

2. The name Pembroke Road Realty Partnership was used by the Partnership immediately prior to the filing of this Certificate of Conversion.

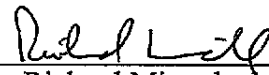
3. The name of the limited liability company to which the Partnership is being converted is, as set forth in its articles of organization, Pembroke Road Properties, LLC.

4. The conversion is to be effective upon the filing of this Certificate of Conversion and the Articles of Organization by the Florida Department of State.

DATED: September 12, 2002.

Pembroke Road Properties, LLC

By:



Richard Mirande, Member

02 SEP 18 AM 9:41
RECEIVED
FILING OFFICE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PEMBROKE ROAD PROPERTIES, LLC
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "Pembroke Road Properties, LLC."

ARTICLE II — Address:

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

3250 Corporate Way
Miramar, FL 33025

ARTICLE III — Registered Agent:

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

Mark S. Feluren
2200 N. Commerce Parkway, Suite 202
Weston, FL 33326

ARTICLE IV — Management:

The Company is to be managed by its members.

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Liability Company Act (the "Act"), no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE VI — Operating Agreement:

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Company must be in writing and signed by all of the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged

them to be my act this 12 day of September, 2002.

Richard L. Will
RICHARD MIRANDE member

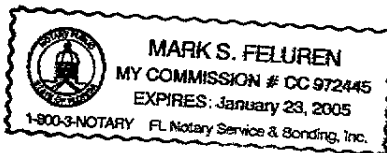
STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared RICHARD MIRANDE known to me to be the person described in and who executed the foregoing instrument or who has produced _____ as identification and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 12 day of September, 2002.

Mark S. Feluren
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



02 SEP 18 AM 9:41
MIRANDE
FLORIDA

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed Florida Limited Liability Company named in the foregoing Articles of Organization.



Mark S. Feluren

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RECEIVED
TALLAHASSEE, FLORIDA