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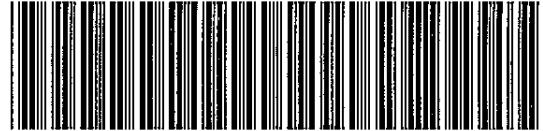
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Conversion

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FILE 219

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 12-23-02

NAME: SHOPPES ON THE GREEN, LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST:

RETURN: CERTIFIED COPY ~~1/13~~

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

FILE 219

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.

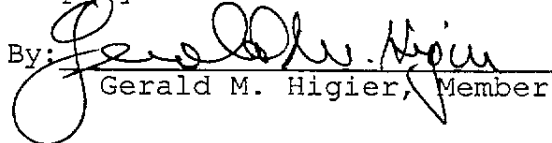
1. The name of the unincorporated business immediately prior to filing this document was GMH/SHOPPES ON THE GREEN, LTD.

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

Date: March 15, 1995
Jurisdiction: Florida

3. The name of the limited liability company as set forth in the attached articles of organization is SHOPPES ON THE GREEN, LLC.

SHOPPES ON THE GREEN, LLC, a
Florida limited liability
company

By: 
Gerald M. Higier, Member

**ARTICLES OF ORGANIZATION
FOR
SHOPPES ON THE GREEN, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is **SHOPPES ON THE GREEN, LLC**.

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.

**ARTICLE III
Duration**

This period of duration for the Limited Liability Company shall be: PERPETUAL.

**ARTICLE IV
Purpose**

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

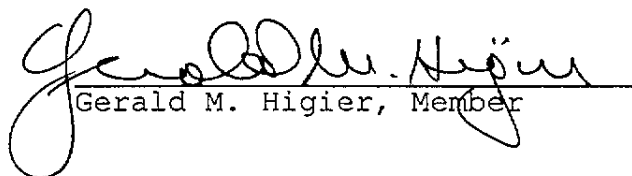
**ARTICLE V
Registered Agent**

The street address of the initial registered office of the Limited Liability Company shall be 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143 and the name of the initial registered agent of the Limited Liability Company at that address is Gerald M. Higier.

ARTICLE VI
Manager-Managed Company

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

The undersigned member of SHOPPES ON THE GREEN, LLC, hereby executes these articles of organization on this 19 day of December, 2002.


Gerald M. Higier, Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

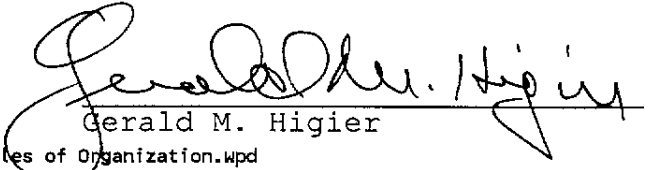
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATED A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **SHOPPES ON THE GREEN, LLC.**

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

Gerald M. Higier
1541 Sunset Drive, Suite 300
Coral Gables, Florida 33143

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.


Gerald M. Higier

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