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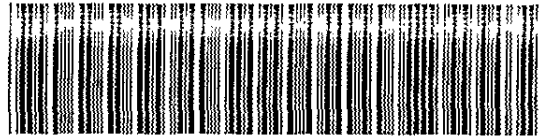
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Acknowledgement

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W. P. Verifier

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03 MAY -1 PM 2:00
SECRETARY OF STATE
TREASURY

KATZ, BARRON, SQUITERO, FAUST & BOYD, P.A.

ATTORNEYS AT LAW

2699 SOUTH BAYSHORE DRIVE

SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

MIAMI-DADE (305) 856-2444

BROWARD (954) 781-4720 • (954) 522-3636

FAX: (305) 285-9227

www.katzbarron.com

RONALD M. BARRON
(1945 - 1994)

OF COUNSEL

ROXANNE K. BILLY
ROGER S. GOLDMAN
RICHARD MORTON
LAWRENCE N. ROSEN, P.A.
WILLIAM A. ZEHER, P.A.

FT. LAUDERDALE OFFICE:
100 N.E. THIRD AVENUE, SUITE 280
FT. LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 522-3636
(954) 781-4720
FAX: (954) 522-5119

FRANK T. ADAMS
BERNARD ALLEN
MARK S. AUERBACHER
ROBERT H. BLANK
W. TODD BOYD
CHARLES D. BRECKER
MELISSA S. CHANNING
JORGE I.G. DEL VALLE
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
ALAN L. GABRIEL
ROBERT C. GRADY
ANA C. HARRIS
ELIZABETH A. HEISE
MATHAI JACOB
MICHAEL D. KATZ
NICOLE T. KOPELOWITZ
ANNA KRIMSSTEIN
ROBERT B. McCUSLAND
MARIA C. MONTENEGRO
ALICIA MORALES-FERNANDEZ
RICHARD A. MORGAN
CARLOS E. MUSTELIER JR.
JOSE R. RIGUERA
WILLIAM D. ROHRER
JONATHAN C. SHAMRES
STEPHEN A. SMITH
JOHN R. SQUITERO
MICHELE L. STOCKER
DENNIS M. STOTTS

April 28, 2003

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

RE: **501 PORT LARGO DEVELOPMENT, LLC**
502 PORT LARGO DEVELOPMENT, LLC
Our File No. 07165.001

Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Certificate of Conversion and Articles of Organization of 501 Port Largo Development, LLC; and
2. Certificate of Conversion and Articles of Organization of 502 Port Largo Development, LLC.

Also, enclosed is our firm check in the amount of \$360.00 representing conversion and certification fees. Please return the filed certified copies of the Certificate of Conversions and Articles of Organization to the undersigned. Thank you.

Sincerely,

KATZ, BARRON, SQUITERO, FAUST & BOYD, P.A.



Esther S. Hellwig
Paralegal

Enclosures

cc: Ana C. Harris, Esq.

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FILED
03 MAY -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE of CONVERSION
of unincorporated business into
501 PORT LARGO DEVELOPMENT, LLC
a Florida limited liability company**

FILED
03 MAY -1 PM 2:03
SECRETARY OF STATE
FLORIDA

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 business trust into a limited liability company, in accordance with and pursuant to Section 608.439, Florida Statutes, and state as follows:

1. **Business.** The sole purpose of the business is the ownership and operation of the following real property:

a. 501 Caribbean Drive, Key Largo, Florida, and more particularly described as:

Lot 501 of PORT LARGO FIFTH ADDITION, as recorded in Plat Book 6, at Page 109, of the Public Records of Monroe County, Florida

2. **Date and Jurisdiction.** The unincorporated business, a business trust, began on December 12, 1979, in Monroe County, Florida.

3. **Name of business trust/unincorporated entity.** The name of the business trust immediately prior to the filing of this Certificate of Conversion is EMILIO M. GRENET, TRUSTEE.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is 501 PORT LARGO DEVELOPMENT, LLC.

This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitero & 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 beneficial owners of the business trust. No other consents were required. The articles of organization and operating agreement of 501 PORT LARGO DEVELOPMENT, LLC, were approved by all of the members.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and swears to the foregoing as of the 22 day of April, 2003, in accordance with Florida Statutes, Section 608.439.

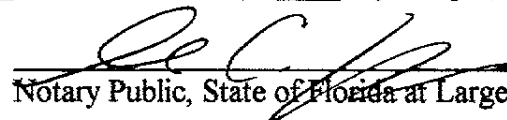


Maria T. Grenet, Authorized Representative
of Member

The foregoing instrument was executed in my presence by MARIA T. GRENET who is personally known to me or who produced a DRIVERS LICENSE as identification, this 22 day of April, 2003.



Ana Cela Harris
Commission # CG 906280
Expires March 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida at Large

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FAX AUDIT NO.

ARTICLES OF ORGANIZATION

OF

501 PORT LARGO DEVELOPMENT, 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 501 PORT LARGO DEVELOPMENT, LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the limited liability company is 7320 SW 100th Court, Miami, Florida 33173.

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.

FAX AUDIT NO:

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

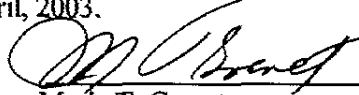
FAX AUDIT NO.

ARTICLE VI
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one (1) initial Manager. The Manager shall hold the office and have the responsibility accorded to it by the members and set out in the operating agreement. The name and address of the initial Manager is:

EMG Group, LLC, a Florida limited liability company
7320 S.W. 100 Court
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned authorized representative of the members has hereunto set her hand and seal this 22 day of April, 2003.



Maria T. Grenet
Authorized Representative

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 22 day of April, 2003.

CORPCO, INC.



Ana C. Harris, Vice President

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FAX AUDIT NO.