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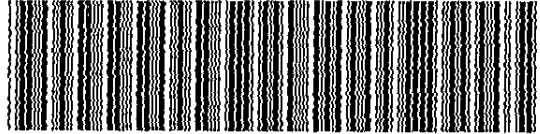
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CORPORATION SERVICE COMPANY™

★ File 2nd ★

ACCOUNT NO. : 0721000000032

REFERENCE : 146281 4141A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 2003

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ORDER TIME : 10:33 AM

ORDER NO. : 146281-010

CUSTOMER NO: 4141A

CUSTOMER: Ms. Michelle Sanderson
Gunster, Yoakley & Stewart,
P.a.
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: L & M PARTNERS LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

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 liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

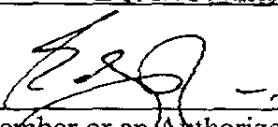
L & M PARTNERS

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

1. Date: July 29, 1987
2. Jurisdiction: Florida
3. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

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

L & M Partners LLC


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.)

Edgar Lewis

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)

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

**ARTICLES OF ORGANIZATION
OF
L & M PARTNERS LLC**

The undersigned, for the purpose of converting an unincorporated business entity, L & M Partners, a Florida general partnership, into a limited liability company under the laws of Florida, hereby adopt the following Articles of Organization:

**Article I
Name**

The name of the limited liability company is:

L & M Partners LLC

**Article II
Conversion**

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of L & M Partners, a Florida general partnership, which was July 29, 1987. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, L & M Partners, a Florida general partnership, has been converted on the date hereof into a Florida limited liability company under the name of "L & M Partners LLC" (the "Conversion").

**Article III
Existence and Duration**

Pursuant to Section 608.439(4), Florida Statutes, the existence of the Company shall be deemed to have commenced on July 29, 1987, the date on which L& M Partners was established as a general partnership.

The existence of the Company shall be perpetual.

THIS INSTRUMENT PREPARED BY:

Edgar Lewis, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6016
Florida Bar No.: 047114

Article IV
Nature of Business and Mailing Address

This Company is organized for the purpose of engaging in all lawful activities and do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's principal office is 6401 S.W. 87th Avenue, Suite 201, Miami, Florida 33173.

Article V
Registered Office and Agent

The street address of the registered office of this Company is 6401 S.W. 87th Avenue, Suite 201, Miami, Florida 33173 and the registered agent at that address is Randolph A. McKean.

Article VI
Members

The Members of the Company, and their addresses, at the time of the filing of the Certificate of Conversion are:

Leonard L. Levenstein
16119 Via Monteverde
Delray Beach, Florida 33446

Randolph A. McKean & Judith L. McKean, as tenants by the entirety
6401 S.W. 87th Avenue
Miami, Florida 33173

Article VII
Unit Certificates

(a) Each Member's interest in the Company shall be evidenced by a membership or unit certificate.

(b) No Member of this Company may transfer, sell or assign his or her membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

Article VIII
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Operating Agreement of the Company.

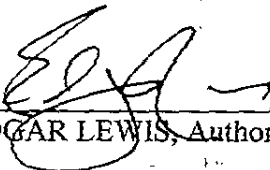
Article IX
Management

This Company shall be managed by the Members of the Company.

Article X
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles the 24th day of June, 2003.



EDGAR LEWIS, Authorized Representative

STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 24th day of June, 2003 by Edgar Lewis, who is either personally known to me.

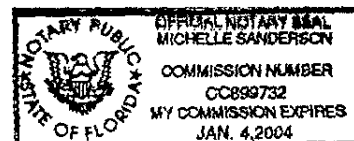
[SEAL]



Notary Public


Print Name: MICHELLE SANDERSON

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


EDGAR LEWIS

Dated: June 24, 2003

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JUN 25 PM 2:47
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TALLAHASSEE, FLORIDA