

L03000028566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

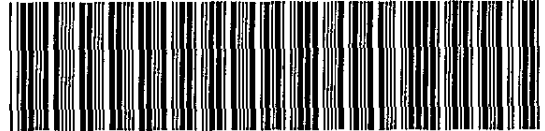
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

03 AUG -4 PM 2:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5906190 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

MRA Rancho Vista, LLC (FL)
Misc - Domestic LLC Filing - Certificate of Conversion from a California LLC to
a Florida LLC
Florida

MRA Rancho Vista, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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03 AUG -4 PM 2:17
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

03 AUG -14 PM 2:17
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

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

MRA RANCHO VISTA, LLC

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

- A. Date: MARCH 13, 2001
- B. Jurisdiction: CALIFORNIA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

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

MRA RANCHO VISTA, 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.)

ROBERT W. BARRON, Authorized Representative

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
MRA RANCHO VISTA, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is MRA RANCHO VISTA, LLC.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Company is c/o Millennium Realty Advisors, 900 SE 3rd Avenue, #201, Fort Lauderdale, Florida 33316

ARTICLE III

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial Registered Agent of the Company is BSPA Corporate Services, Inc. at 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

ARTICLE IV

MANAGEMENT

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

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TALLAHASSEE, FLORIDA

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.

Dated: August 1, 2003

Robert W. Barron
ROBERT W. BARRON, Authorized
Representative of Member

ACCEPTANCE OF DESIGNATION AS 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 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, Florida Statutes.

BSPA CORPORATE SERVICES, INC.
Initial Registered Agent

Dated: August 1, 2003

By: Robert W. Barron
ROBERT W. BARRON, Vice President