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TALLAHASSEE, FLORIDA

CARLTON FIELDS

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August 8, 2003

Florida Department of State
Division of Corporations
5050 West Tennessee Street
Tallahassee, FL 32399-0100

VIA U.S. MAIL

**Re: Certificate of Conversion and Articles of Organization of Active
Development, LLC**

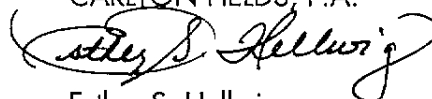
Dear Sir or Madam:

Enclosed please find the Certificate of Conversion and Articles of Organization of Active Development, LLC, together with a check in the amount of \$180.00 representing the filing fees.

Please return the certified copy to the undersigned, in the stamped self-addressed envelope enclosed herein.

Thank you.

Sincerely,
CARLTON FIELDS, P.A.



Esther S. Hellwig
Paralegal

Enclosures

cc: Mr. Emilio Grenet
Ana C. Harris, Esq.

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TALLAHASSEE, FLORIDA

**CERTIFICATE of CONVERSION
of unincorporated business into
ACTIVE DEVELOPMENT, LLC
a Florida limited liability company**

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. 6140 S.W. 79 Court, and more particularly described as:

Lot 24, Block 11, SUNKIST ESTATES-A, RESUB, Plat Book 40, Page 95,
all of the Public Records of Miami-Dade County, Florida

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2. **Date and Jurisdiction.** The unincorporated business, a business trust, began on SEPT. 1996, in Miami-Dade 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 ACTIVE DEVELOPMENT, LLC.

This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitiero & 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.

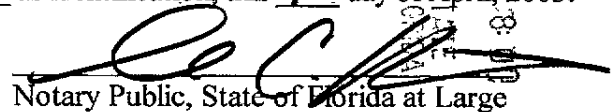
6. **Approval of Conversion.** The Conversion was approved by all of the beneficial owners of the business trust. No other consents were required. The articles of organization and operating agreement of ACTIVE DEVELOPMENT, LLC, were approved by all of the members.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and swears to the foregoing as of the 7 day of ~~April~~^{JUNE}, 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 7 day of ~~April~~^{JUNE}, 2003.



Notary Public, State of Florida at Large

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

FAX AUDIT NO.

**ARTICLES OF ORGANIZATION
OF
ACTIVE 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 ACTIVE 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

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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 7 day of July, 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 7 day of July, 2003.

CORPCO, INC.


Ana C. Harris, Vice President

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FAX AUDIT NO.