

L03000042831

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

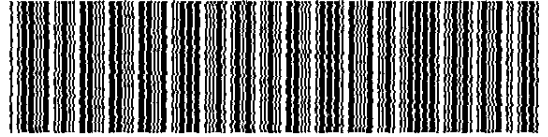
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 NOV -5 AM 11:01
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

03 NOV -5 PM 1:07
FILED
TALLAHASSEE, FLORIDA

CONTACT: TRICIA TADLOCK

DATE: 11-05-03

REF. #: 001015.20896

CORP. NAME: FLAMINGO PLAZA, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 506668 FOR \$ 180.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE of CONVERSION
of unincorporated business into
FLAMINGO PLAZA, LLC
a Florida limited liability company**

03 NOV -5 PM 1:00
FILED
STATE OF FLORIDA
TALLAHASSEE, 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) Lots 2, 3 & 4, Block 3, "MELENA SUBDIVISION", according to the plat thereof, as recorded in Plat Book 142, at Page 62, of the Public Records of Dade County, Florida.

2. **Date and Jurisdiction.** The unincorporated business, a business trust, began on August 19, 1988, in Miami-Dade County, Florida.

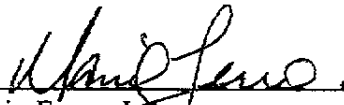
3. **Name of unincorporated entity.** The name of the business trust immediately prior to the filing of this Certificate of Conversion is MARIO FERRO, TRUSTEE.

4. **Name of limited liability company.** The name of the limited liability company as set forth in its articles of organization is Flamingo Plaza, LLC.

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 Flamingo Plaza, 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 4th day of November, 2003, in accordance with Florida Statutes, Section 608.439.

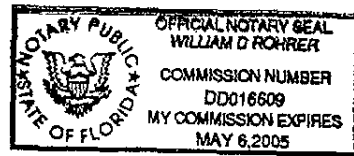


Mario Ferro Jr.,
Authorized Representative of Member

The foregoing instrument was executed in my presence by Mario Ferro, Jr. who is personally known to me ~~or who produced a _____ as identification,~~ this 4th day of November, 2003.



Notary Public, State of Florida at Large



03 NOV -5 PM 1:07
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STATE
MALLAMISSELL FLORIDA

ARTICLES OF ORGANIZATION
OF
FLAMINGO PLAZA, LLC

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

ARTICLE I
NAME

The name of the Company is **FLAMINGO PLAZA, LLC**.

ARTICLE II
ADDRESS

The mailing address and principal business address of the Company is **8165 NW 155 Street, Miami Lakes, FL 33014**.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is **One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, FL 33602-5730**, and the name of the initial registered agent of the Company at that address is **CFRA, LLC**.

ARTICLE IV
DURATION AND EFFECTIVE DATE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

ARTICLE V
MANAGEMENT OF COMPANY

Management of the Company shall be vested in the Manager(s) and it is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 4th day of November, 2003.



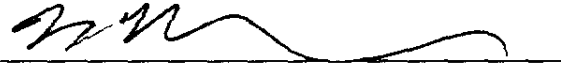
WILLIAM D. ROHRER
Authorized Representative

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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 4th day of November, 2003.

CFRA, LLC



William D. Rohrer
Authorized Representative