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**Bodzin & Golub, P.C.**

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February 6, 2004

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Danzansky Family Associates Ltd.  
DFA Associates, LLC

Dear Sir or Madam:

We are enclosing two executed originals of the Certificate of Conversion of the above-referenced limited partnership that has been converted into the above-referenced limited liability company. We are also enclosing two executed originals of the Articles of Organization of the above-referenced limited liability company.

Please file both the Certificate of Conversion and the Articles of Organization and return a certified copy of each to the undersigned.

Also enclosed is a check in the amount of \$188.75 to cover the following filing fees:

1. Certificate of Conversion - \$25.00
2. Articles of Organization and Affidavit - \$100.00
3. Resident Agent Fee - \$25.00
4. Certified Copy of the Certificate of Conversion - \$8.75
5. Certified Copy of Record of the Articles of Organization and Affidavit - \$30.00

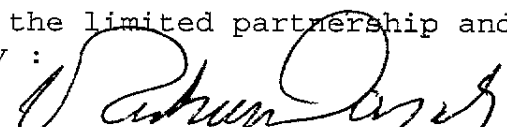
**CERTIFICATE OF CONVERSION OF A LIMITED PARTNERSHIP TO  
A LIMITED LIABILITY COMPANY**

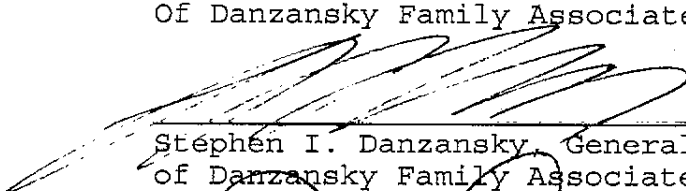
Pursuant to Chapter 608.439 of Title 36 of the Florida Statutes, the undersigned, on behalf of the limited partnership and the limited liability company set forth below, state as follows:

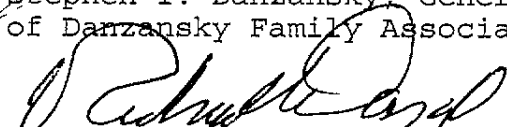
1. The name of the former limited partnership is: Danzansky Family Associates Ltd.
2. Danzansky Family Associates Ltd. is a Florida limited partnership established on December 7, 1981.
3. The name of the Florida limited liability company is: DFA Associates, LLC
4. The terms and conditions of this conversion were approved by the partners of Danzansky Family Associated, Ltd. in the manner provided in the limited partnership's agreement for amendments to the limited partnership agreement.
5. The Certificate of Conversion shall be effective upon the filing of this Certificate of Conversion and the filing of the Articles of Organization of DFA Associates, LLC.
6. Signed on behalf of the limited partnership and the limited liability company by :

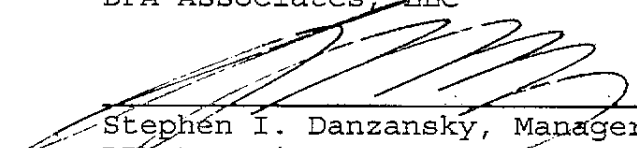
2-5-04

Date

  
Richard F. Danzansky, General Partner  
Of Danzansky Family Associates Ltd.

  
Stephen I. Danzansky, General Partner  
of Danzansky Family Associates Ltd.

  
Richard F. Danzansky, Manager of  
DFA Associates, LLC

  
Stephen I. Danzansky, Manager of  
DFA Associates, LLC

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FLORIDA

ARTICLES OF ORGANIZATION  
OF  
DFA ASSOCIATES, LLC

Pursuant to §608.407, Florida Statutes, the articles of organization set forth the following:

ARTICLE I - Name

The name of this Limited Liability Company shall be:  
DFA ASSOCIATES, LLC.

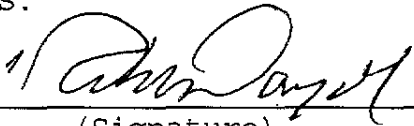
ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company in Florida is: 6367 N.W. 26th Terrace, Boca Raton, Florida 33496.

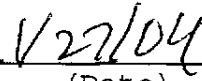
ARTICLE III - Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the Registered Agent are: Richard F. Danzansky, 6367 N.W. 26th Terrace, Boca Raton, Florida 33496.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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, F.S.



(Signature)



(Date)

Printed: Richard F. Danzansky

ARTICLE IV - Period of Duration

The period of duration shall be perpetual.

ARTICLE V - Managers

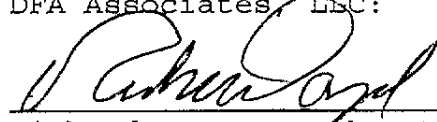
The Limited Liability Company shall be managed by managers. The Managers shall be Richard F. Danzansky and Stephen I. Danzansky.

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CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH  
FLORIDA

ARTICLE VI - Other Matters

This limited liability company is being organized pursuant to an Agreement of Conversion and a Certificate of Conversion of a Limited Partnership to a Limited Liability Company executed by the partners of Danzansky Family Associates, Ltd., a Florida limited partnership. The undersigned Managers of the Limited Liability Company were the General Partners of the Florida Limited Partnership. To the extent not inconsistent with the provisions of the Florida Limited Liability Company Act, the provisions of the Limited Partnership Agreement of Danzansky Family Associates, Ltd. shall serve as and be the terms and provisions of the Operating Agreement of DFA Associates, LLC.

Signature of Managers of  
DFA Associates, LLC:



Richard F. Danzansky, Manager



Stephen I. Danzansky, Member  
and Manager