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**BLOOM &
MINSKER, P.L.**
ATTORNEYS AT LAW

1110 BRICKELL AVENUE
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FACSIMILE: SEE SPECIFIC ATTORNEY
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E-MAIL: jminsker@miamilaw.net

KENNETH M. BLOOM
BOARD CERTIFIED IN TAXATION
DIRECT FACSIMILE: (305) 908-3450
E-MAIL: kbloom@miamilaw.net

March 16, 2004

VIA UPS

Secretary of State
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: 555 41st Street Associates
Certificate of Conversion and Articles of Organization
Our File No. 95251.02

Gentlemen:

Enclosed are:

1. Two copies of Certificate of Conversion;
2. Two copies of Articles of Organization for Florida limited liability company;
3. Check to Florida Department of State for \$185.00 for filing Articles of Organization and Certificate of Conversion as follows: (\$100), Designation of Registered Agent (\$25); Certified Copy (\$30); Certificate of Status (\$5.00); and filing Certificate of Conversion (\$25.00).

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,


KENNETH M. BLOOM

KMB/do
Enclosures

cc: Mr. Ben Grenald
Mr. Robert Warren

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 555 - 41st Street Associates, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth M. Bloom, Esq.
(Name of Person)

Bloom & Minsker, P.L.
(Firm/Company)

1110 Brickell Avenue - 7th Floor
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Kenneth M. Bloom at (305) 371-6800
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity 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:


555 41st Street Associates

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

- A. Date: June 14, 1985
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Not Applicable

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

555 41st Street Associates 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.)

KENNETH M. BLOOM
Typed or Printed Name of Signee

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - Name:

The name of the Limited Liability Company is:

555 41st Street Associates, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o Continental Fidelity Group
777 Arthur Godfrey Road
Box 402681
Suite 400

Miami Beach, Florida 33140
Attn: Orli Teitelbaum, Comptroller

Mailing Address:

c/o Continental Fidelity Group
777 Arthur Godfrey Road
Box 402681
Suite 400

Miami Beach, Florida 33140
Attn: Orli Teitelbaum, Comptroller

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Kenneth M. Bloom, Esq.

Name

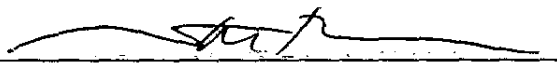
1110 Brickell Avenue-7th Floor

Florida street address (P.O. Box NOT acceptable)

Miami, Florida 33131

City, State, and Zip

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..


Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR	Robert Warren
	c/o Continental Fidelity Group
	777 Arthur Godfrey Road
	Suite 400
	Miami Beach, Florida 33140

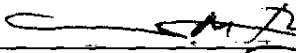
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(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


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.)

Kenneth M. Bloom
Typed or printed name of signee

- Filing Fees:**
- \$100.00 Filing Fee for Articles of Organization
 - \$ 25.00 Designation of Registered Agent
 - \$ 30.00 Certified Copy (Optional)
 - \$ 5.00 Certificate of Status (Optional)