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EFFECTIVE DATE

8/1/04

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FILE NO. N/A

July 30, 2004

Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

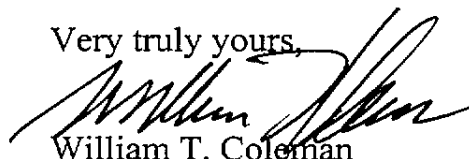
Re: T. Hill & M. Fruchter, LLC  
Conversion to Florida limited liability company

Dear Sir/Madam:

I am enclosing a Certificate of Conversion and the Articles of Organization for T. Hill & M. Fruchter, LLC. Also enclosed is a check in the amount of \$185.00 for the filing fee for the articles and registered agent designation, a certificate of conversion, a certified copy and a certificate of status.

If you have any questions, please contact me.

Very truly yours,

  
William T. Coleman

8/1/04

04 AUG - 2004  
11:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## 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:

T. Hill and M. Fruchter Partnership

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

- A. Date: August 1, 2004
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

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

T. Hill & M. Fruchter, 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.)

Michael D. Fruchter, Manager

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.)

EFFECTIVE DATE

8/1/04

04 AUG - 2 AM 11:14  
OFFICE OF THE CLERK OF THE CIRCUIT COURT IN AND FOR THE COUNTY OF DADE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
T. HILL & M. FRUCHTER, LLC  
Under the Florida Limited Liability Company Act**

**ARTICLE I**

**NAME**

The name of this limited liability company is T. Hill & M. Fruchter, LLC (the "Company").

**ARTICLE II**

**MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 908 N.E. 4<sup>th</sup> Street, #5, Fort Lauderdale, FL 33301.

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent in Florida is William T. Coleman, Attorney, Brinkley, McNerney, et al, LLP, 200 East Las Olas Boulevard, Fort Lauderdale, FL 33301.

**ARTICLE IV**

**MANAGEMENT**

The Company is to be a manager-managed Company.

**ARTICLE V**

**ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members upon such terms and conditions as are set forth in the Operating Agreement.

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BOSTON, MA 02108

8/1/04

**ARTICLE VI**

**CONVERSION FROM GENERAL PARTNERSHIP**

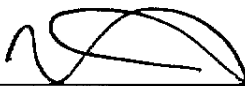
The T. Hill and M. Fruchter Partnership , a general partnership under Florida law, was converted to the T. Hill & M. Fruchter, LLC, a limited liability company, in accordance with Section 608.439, Florida Statutes (2003).


**ARTICLE VII**

**EFFECTIVE DATE**

The Company shall commence on August 1, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on July 30, 2004.

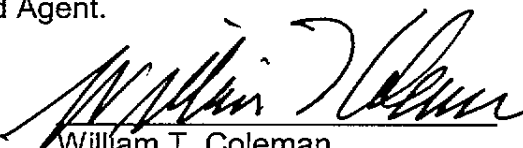
  
\_\_\_\_\_  
Michael D. Fruchter,  
Manager and Member

  
\_\_\_\_\_  
Theodore A. Hill,  
Manager and Member

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for T. Hill & M. Fruchter, LLC, at the place designated in the foregoing 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 the Florida Limited Liability Company Act 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.

Dated: July 30, 2004

  
\_\_\_\_\_  
William T. Coleman  
Brinkley, McNerney, et al, LLP  
200 East Las Olas Blvd., 19<sup>th</sup> Floor  
Fort Lauderdale, FL 33301