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(Requestor's Name)

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(Business Entity Name)

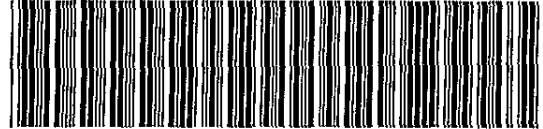
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TALLAHASSEE, FLORIDA

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CARLOS WILLIARD & FLANAGAN, P.A.

ATTORNEYS AT LAW

THOMAS P. CARLOS
W. CHAD WILLIARD
JEFFREY M. FLANAGAN

SUITE 1000
999 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TELEPHONE 305.444.1500
FACSIMILE 305.443.8617
E-MAIL: INFO@CWFLPA.COM

INFO@CWFLPA.COM

September 23, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

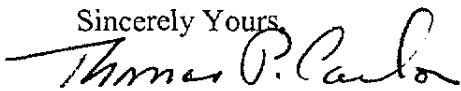
Re: Civic Center Professional Bldg., LLC

Gentlemen:

Enclosed please find an original and one copy of Articles of Organization, Registered Agent Certificate and Certificate of Conversion for the above-referenced Limited Liability Company along with a check for \$158.75 to cover the cost of filing and certification. Please file the documents and return certified copies.

Thank you for your cooperation in this matter.

Sincerely Yours,



Thomas P. Carlos

enc.

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CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Incorporation and this Certificate of Conversion to convert to a Florida Limited Liability Company.

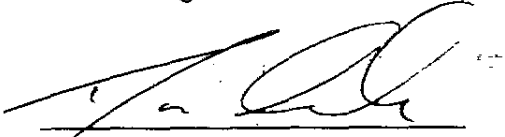
FIRST: The name of the unincorporated business immediately prior to filing this document was Thomas P. Carlos, Trustee pursuant to an unrecorded Trust Agreement dated April 15, 1972, d/b/a/ Civic Center Professional Bldg.


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

Date: April 15, 1972
Jurisdiction: Florida

THIRD: The name of the Limited Liability Company set forth in the attached Articles of Organization is: Civic Center Professional Bldg., LLC

IN WITNESS WHEREOF, the Managing Member has executed and acknowledged this Certificate of Conversion this 29 day of September, 2004


Ruth A. Signorile


THOMAS P. CARLOS, Managing
Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 of September, 2004 by Thomas P. Carlos, who is personally known.


Notary Public, State of Florida at
large
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Jessica Espinosa
Commission # DD273053
Expires: Dec. 7, 2007
Aaron Notary
1-800-350-5161

**ARTICLES OF ORGANIZATION
OF
CIVIC CENTER PROFESSIONAL BLDG., LLC**

The undersigned, being a Managing Member and Organizer of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, does hereby adopt the following Articles of Organization for the Limited Liability Company:

Article One – Name

The name of the Limited Liability Company is:

CIVIC CENTER PROFESSIONAL BLDG., LLC

Article Two - Duration

The term of the Limited Liability Company shall commence on the filing of the Articles of Organization of the Limited Liability Company, and the Limited Liability Company shall have perpetual existence until it is dissolved and its affairs wound up in accordance with the Operating Agreement and the Act. This company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining members (other than the member who caused the withdrawal event) unanimously consent to the continued existence of this Company within ninety (90) days after the date of occurrence of such event. This Company shall be dissolved by a majority vote of Member's Percentage of Interest.

Article Three – Power and Purposes

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article Four – Registered Agent

The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Thomas P. Carlos.

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Article Five – Address

The mailing address and principal office of the Limited Liability Company is 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, Florida 33134.

Article Six – Management

The business of this Company shall be managed under the direction of one or more managers. All powers of this Company shall be exercised only by/or under the authority of such Managers, except as otherwise provided by law, these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a manager, at the pleasure of the members.

Thomas P. Carlos
999 Ponce de Leon Blvd., Suite 1000
Coral Gables, Florida 33134

Alfred H. Underwood
1399 NW 17 Avenue, Suite 301
Miami, Florida 33125

Article Seven – Conversion/
Capital Contribution

The Limited Liability Company is being created for purposes of converting an existing general partnership to a Limited Liability Company pursuant to F.S. 608-439 and therefore, all of the assets and liabilities of said partnership shall be treated as the assets and liabilities of the Limited Liability Company. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

Article Eight – Limitation on Agency Authority
of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

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TALLAHASSEE
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Article Nine – Additional Contributions

Additional contributions may be made at such time and in such amounts as may hereafter may be agreed by the majority vote of Members' Percentage of Interest. No additional capital contribution by the Members at this time.

Article Ten – Additional Members

The Members shall be entitled to admit new Members by unanimous consent. The Members shall unanimously determine the contributions of capital required of the new Members at the time of admission.

Article Eleven – Certificate of Membership

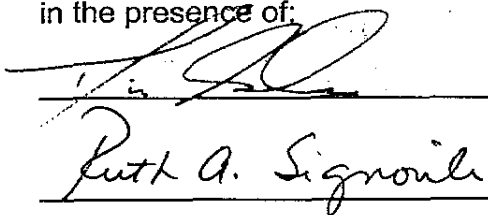
The membership interests of the Members are evidenced by Certificates of Membership.


Article Twelve – Limited Liability

None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company except to the extent called for by F.S. 608.439.

IN WITNESS WHEREOF, the Member has executed and acknowledged these Articles of Organization on the 29 day of September, 2004.

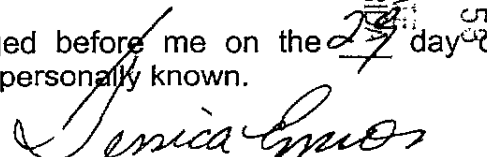
Signed, sealed & delivered
in the presence of:


Ruth A. Signorile


THOMAS P. CARLOS,
Managing Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on the 29 day of September, 2004 by THOMAS P. CARLOS, who is personally known.


Notary Public, State of Florida
at large
My Commission Expires:



Jessica Espino
Commission # DD27-
Expires: Dec. 7, 2005
Aaron Notary
1.800.350.5167

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

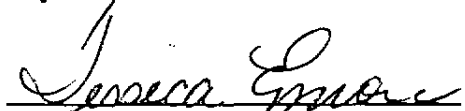
First, that CIVIC CENTER PROFESSIONAL BLDG., LLC, desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the Articles
of Organization, at 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, County of
Miami-Dade, State of Florida, has named Thomas P. Carlos, 999 Ponce De Leon Blvd.,
Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process
within this State.

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative to keeping open said office.


THOMAS P. CARLOS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29th day of
September, 2004 by Thomas P. Carlos, who is personally known.


Notary Public, State of Florida
at large
My Commission Expires:

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Jessica Espinosa
Commission # DD273053
Expires: Dec. 7, 2007
Aaron Notary
1-800-350-8160

SECRET
FLORIDA
STATE

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