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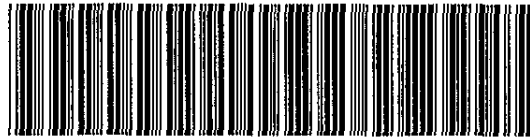
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

NEED TODAY PLEASE!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH
DATE: 10/26/04
REF. #: 01296.31179
CORP. NAME: BAY/HIALEAH LLC

- ☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
- ☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
- ☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
- ☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
- ☒ CERTIFICATE OF CONVERSION (INCLUDES ARTICLES OF ORGANIZATION)
- ☐ OTHER:

STATE FEES PREPAID WITH CHECK# 51089 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF STATUS

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, 4767 Trust, a Florida business trust (the "Trust") created pursuant to (i) that certain Trust Agreement (the "Trust Agreement") dated as of September 29, 2004, (ii) that certain Assignment of Lease to, and Assumption thereof by, Trustee Under Trust Agreement, and (iii) certain other assignments in favor of the Trustee (the documents in subdivisions (ii) and (iii), being collectively referred to as the "Trust Assignments," all of which Trust Assignments are dated as of September 29, 2004, and which Trust Agreement and Trust Assignments were executed by Kmart Corporation, a Michigan corporation, in favor of Troy Coolidge No. 48, LLC, a Michigan limited liability company, as Trustee of the Trust), hereby submits this Certificate of Conversion to convert the Trust to a Florida limited liability company:

FIRST: The name of the Trust immediately prior to filing this document was 4767 Trust.

SECOND: The Trust was first created in Florida as of September 29, 2004 pursuant to the Trust Agreement and Trust Assignments.

THIRD: The name of the limited liability company to which the Trust is to be converted, as set forth in the attached Articles of Organization, is Bay/Hialeah LLC.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Conversion as of this 26th day of October, 2004, in its capacity as sole member of the limited liability company referenced herein.

KMART CORPORATION, a Michigan corporation

By: 
Jeff Stollenwerck
Vice President, Real Estate

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ARTICLES OF ORGANIZATION

OF

Bay/Hialeah LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company is Bay/Hialeah LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 3100 West Big Beaver Road, Troy, Michigan 48084.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

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

Name

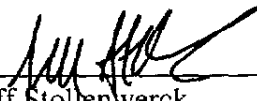
Address

CorpDirect Agents, Inc.

103 North Meridian Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned, in its capacity as the sole member of the Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes as of this 26th day of October, 2004.

KMART CORPORATION, a Michigan corporation

By: 
Jeff Stollenwerck
Vice President, Real Estate

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is Bay/Hialeah LLC.
2. The name and street address of the registered agent and office are:

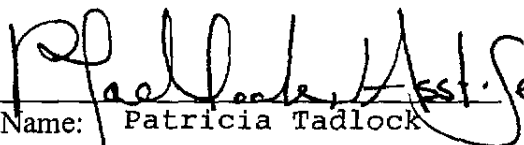
CorpDirect Agents, Inc.
103 North Meridian Street
Tallahassee, Florida 32301

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

CorpDirect Agents, Inc., as Registered Agent

Dated: As of October 26, 2004

By: 
Name: Patricia Tadlock
Title: Assistant Secretary