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(Requestor's Name)

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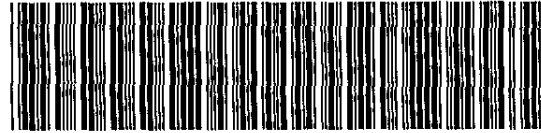
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 069973 4305352

AUTHORIZATION :

COST LIMIT : \$ 150.00

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TALLAHASSEE, FLORIDA

ORDER DATE : December 8, 2004

ORDER TIME : 2:32 PM

ORDER NO. : 069973-005

CUSTOMER NO: 4305352

CUSTOMER: Adam Haberfield, Esq
Orloff, Lowenbach, Stifelman
4th Floor
101 Eisenhower Pkway
Roseland, NJ 07068

CONVERSION

NAME: H&M REALTY-FLORIDA A FLORIDA
GENERAL PARTNERSHIP

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XX___ CERTIFICATE OF CONVERSION

XX___ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

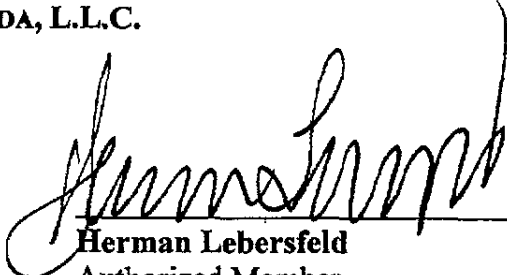
EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
OF
H&M REALTY-FLORIDA
a Florida General Partnership**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, the following general partnership hereby submits the attached Articles of Organization and this Certificate of Conversion (this "**Certificate**") in order to convert the partnership into a Florida limited liability company.

1. The name of the general partnership immediately prior to filing this Certificate was **H&M Realty-Florida** (the "**Partnership**").
2. The Partnership was first formed in Florida on October 21, 1985.
3. The name of the limited liability company as set forth in the attached Articles of Organization is **H&M REALTY FLORIDA, L.L.C.**



Herman Lebersfeld
Authorized Member

Dated: December 8, 2004

ARTICLES OF ORGANIZATION

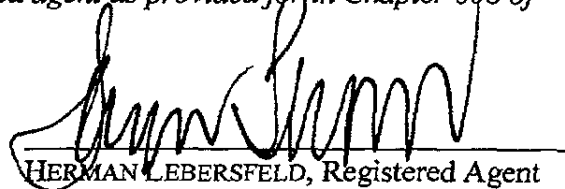
OF

H&M REALTY FLORIDA, L.L.C.

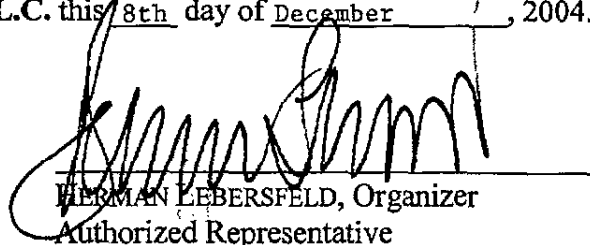
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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is **H&M REALTY FLORIDA, L.L.C.** (the "**Company**").
2. The mailing address and street address of the principal office of the Company is c/o Capitol Lighting Executive Management Corporation, 365 Route 10 East at River Road, East Hanover, New Jersey 07936.
3. The name and street address of the initial registered agent of the Company in the State of Florida is Herman Lebersfeld, 7301 N. Federal Highway, Boca Raton, Florida 33432.
4. The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company.

Having been named as registered agent and to accept service of process for the 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 of the Florida Statutes.


HERMAN LEBERSFELD, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of **H&M REALTY FLORIDA, L.L.C.** this 8th day of December, 2004.


HERMAN LEBERSFELD, Organizer
Authorized Representative