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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 107143 5175346

AUTHORIZATION :

COST LIMIT : \$ 150.00

EFFECTIVE
12/31/04

ORDER DATE : December 27, 2004

ORDER TIME : 8:40 AM

ORDER NO. : 107143-055

CUSTOMER NO: 5175346

CUSTOMER: Ms. Erin Boyt
Gables Realty Limited
Suite 1450
2859 Paces Ferry Road
Atlanta, GA 30339

FILED
04 DEC 28 PM 1:27
SECRETARY OF STATE
ATLANTA, GEORGIA

CERTIFICATE OF CONVERSION

NAME: SAN MICHELE JOINT VENTURE

XX CERTIFICATE OF CONVERSION/ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

EFFECTIVE DATE
12/31/04

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:

San Michele Joint Venture

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

- A. Date: **April 1, 1998**
- B. Jurisdiction: **Florida**
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____.

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

San Michele LLC

Effective as of the 31st day of December 2004.

GABLES GP, INC., a Texas corporation, Authorized
Representative

By: Ashley I. Tewell
Name: Ashley I. Tewell
Title: Vice President

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Fax Audit Number: _____

ARTICLES OF ORGANIZATION
OF
SAN MICHELE LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: **SAN MICHELE LLC**.

ARTICLE II

The street address of the principal office of the limited liability company shall be 2859 Paces Ferry Road, N.W., Suite 1450, Atlanta, GA 30339, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 777 Yamato Road, Suite 510, Boca Raton, Florida 33431. The initial registered agent at that address is Brad Bryant.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization effective as of the 31st day of December 2004.

GABLES GP, INC., a Texas corporation,
Authorized Representative

By: Ashley I. Tewell
Name: Ashley I. Tewell
Title: Vice President

Fax Audit Number: _____

Fax Audit Number: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is San Michele LLC.

SECOND -- The name and address of the registered agent and office is:

Brad Bryant
777 Yamato Road, Suite 510
Boca Raton, Florida 33431

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.

Dated this 23rd day of December 2004.

13,02,13-5
Brad Bryant, Registered Agent

#133188

Fax Audit Number: _____

WRITTEN CONSENT OF THE PARTNERS OF
SAN MICHELE JOINT VENTURE

THE UNDERSIGNED, being all of the partners of San Michele Joint Venture, a Florida general partnership (the "Partnership"), hereby consent to the following actions and adopt the following resolutions in accordance with the applicable provisions of Florida law, effective as of the date set forth below:

NOW, THEREFORE IT IS RESOLVED, that the Partnership be and is hereby authorized and directed to (i) file a Certificate of Conversion and Articles of Organization pursuant to Florida Statutes Section 608.439, in substantially the form of Exhibit A attached hereto, and (ii) take any actions necessary to convert to a limited liability company (the "Conversion") pursuant to Florida Statutes Section 608.439, so that the Partnership will hereafter conduct business as a limited liability company and be known as "SAN MICHELE LLC" (the "LLC"); and

FURTHER RESOLVED, that Gables GP, Inc., a Texas corporation ("Gables GP"), a general partner of the Partnership, acting singly or together with any other partners of the Partnership, is hereby designated an authorized representative of both the Partnership and the LLC, to act in the name of and on behalf of the Partnership, or if as a member of the LLC, in the name of and on behalf of the LLC, to execute and deliver any and all appropriate documents on behalf of the Partnership or the LLC and do any and all other things as may be deemed necessary, appropriate or desirable by Gables GP, to cause the Partnership to effectuate the Conversion, including without limitation, the filing of a Certificate of Conversion and Articles of Organization; and

FURTHER RESOLVED, that Gables GP, acting singly or together with any other partners of the Partnership or members of the LLC, is authorized and empowered to take any additional actions and to execute and deliver any and all additional documents, instruments or certificates, and to do or cause to be done any and all other things as may be deemed necessary, appropriate or desirable in such party's judgment to give effect to and to carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 23rd day of December 2004.

GABLES GP, INC., a Texas corporation, general partner

By: Ashley I. Tewell
Name: Ashley I. Tewell
Title: Vice President

GABLES REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership, general partner

By: GABLES GP, INC., a Texas
corporation, its general partner

By: Ashley I. Tewell
Name: Ashley I. Tewell
Title: Vice President