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ACCOUNT	NO.	:	072100000032
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REFERENCE: 107493 4305786

AUTHORIZATION : Pt.

COST LIMIT : \$ 150.00 M

ORDER DATE: December 27, 2004

ORDER TIME : 10:27 AM

ORDER NO. : 107493-010

CUSTOMER NO: 4305786

CUSTOMER: Susan T. Lapinski, Legal Asst

Quarles & Brady

411 East Wisconsin Avenue

Milwaukee, WI 53202-4497

DOMESTIC FILING

NAME: KAE APARTMENTS LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX__ _ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS:

IN DEC 29 PH 2:

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:

KAE Apartments LLP

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

A. Date: December 31, 1991

Jurisdiction: Florida B.

If different from the above noted jurisdiction, the jurisdiction immediately prior to C. its conversion: N/A

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

KAE Apartments LLC

FOURTH: The effective date of this Certificate of Conversion shall be January 2, 2005.

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.).

Joseph P. Eckstein

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization

- \$ 25.00 Filling 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.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is:	
KAE Apartments LLC	
ARTICLE II - Address: The mailing address and street address of the principal	l office of the Limited Liability Company is:
Principal Office Address:	Mailing Address:
201 25th Avenue South, Apt. N8	P.O. Box 50338
Jacksonville Beach, FL 32250	Jacksonville, FL 32240
ARTICLE III - Registered Agent, Registered Office The name and the Florida street address of the register Joseph P. Eckstein Name 201 25th Avenue South, Apt. N Florida street address (P.O. Box March 1988) Jacksonville Beach	ed agent are: LAHASSEE, FLORIDA 8 10T acceptable)
Jacksonville Beach FI City, State, and Zip	ORIDA 32250

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 as provided for in Chapter 608, Florida Statutes..

Registered Agent's Signature Joseph P. Eckstein

Page 1 of 2 (CONTINUED)

ARTICLE IV- Manager(s)	or Managing M	ember(s	;):
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The name and address of each Manager or Managing Member is as follows:

<u>Title:</u> "MGR" = Manager "MGRM" = Managing Member	Name and Address:	
MGR	Joseph P. Eckstein 201 25th Avenue South, Apt. N8 Jacksonville Beach, FL 32250	
(Use attachment if necessary)		2004 DEC
ARTICLE V - Effective Date:	SSET Organization shall be January 2, 2005	29 PM
NOTE: An additional article must be a REQUIRED SIGNATURE:	— 1	2: 42
Q C		
Signature of a member or an au	thorized representative of a member.	
(In accordance with section 608.4 of this document constitutes an all that the facts stated herein are true	108(3), Florida Statutes, the execution firmation under the penalties of perjury e.)	
Joseph P. Eckstein Typed or prin	ted name of signee	

Filing Fees: \$100.00 Filing Fee for Articles of Organization

- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

1