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(Remitter's Name)

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YOLANDA MARQUEZ
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One Southeast Third Avenue
SUITE 2250
Miami, FL 33131

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

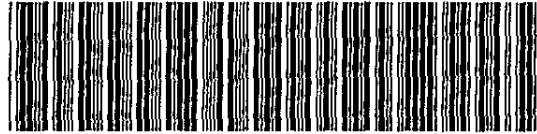
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Aballi
Milne
Kalil &
Escagedo, P.A.
Counsellors at Law

December 28, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express

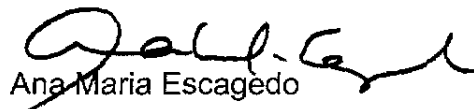
RE: Certificate of Conversation for THE SHOPS OF BIRD
ROAD, a Florida general partnership to THE SHOPS OF
BIRD ROAD, LLC, a Florida limited liability company

Dear Sir or Madam:

Enclosed please find an original Certificate of Conversion along with original Articles of Organization of THE SHOPS OF BIRD ROAD, LLC for filing and a check for \$180.00 representing your fees for the Articles of Organization, Registered Agent Designation, Certificate of Conversion and a Certificate Copy.

Please do not hesitate to contact me at (305) 372-5937 if you have any questions.

Sincerely,


Ana Maria Escagedo

AME:ym
enclosures

STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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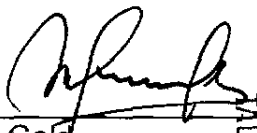
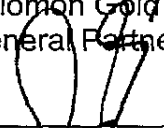
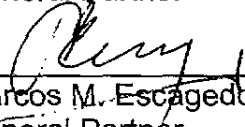
2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
Telephone (305) 373-6600
Fax (305) 373-7929
www.aballi.com

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the undersigned, being all of the general partners of THE SHOPS OF BIRD ROAD, a Florida general partnership, (the "Partnership") hereby submit the attached Articles of Organization and this Certificate of Conversion to convert the Partnership to a Florida Limited Liability Company and do hereby certify that:

1. The name of the unincorporated business immediately prior to the filing of this Certificate was The Shops of Bird Road.
2. The date on which the Partnership was first created was June 28, 1983.
3. The jurisdiction where the Partnership was first formed was Florida. It has not changed its jurisdiction since formation.
4. The name of the limited liability company as set forth in Articles of Organization filed together with this Certificate of Conversion is THE SHOPS OF BIRD ROAD, LLC.
5. The effective date of the conversion of the Partnership to a limited liability company shall be January 1, 2005.

We are all of the Members of the Partnership and are authorized to sign this Certificate of Conversion on behalf of the Partnership and have done so this the 27 day of December, 2004.

| | | |
|--|--|---------------------|
|  _____ Salomón Gold General Partner | SECRETARY OF STATE TALLAHASSEE, FLORIDA | 2004 DEC 29 PM 3:58 |
|  _____ Jacobo Gold General Partner | | |
|  _____ Marcos M. Escagedo General Partner | | |

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ARTICLES OF ORGANIZATION
OF
THE SHOPS OF BIRD ROAD, LLC
a Florida Limited Liability Company

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company (the "company") shall be **THE SHOPS OF BIRD ROAD, LLC**.

ARTICLE II
PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE III
PLACE OF BUSINESS IN THE STATE

The mailing address and principal place of business of the company in the State of Florida shall be:

48 East Flagler Street
Suite 379
Miami, Florida 33131

Ana M. Escagedo
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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**ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered agent and the initial registered office of the company is:

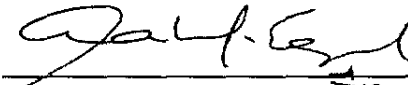
AMKE REGISTERED AGENTS, L.L.C.
2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

**ARTICLE VI
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 27 day of December, 2004.

AMKE Registered Agents, L.L.C.

By: 

Ana M. Escagedo
Vice President

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Ana M. Escagedo
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

CERTIFICATE OF REGISTERED AGENT

OF

THE SHOPS OF BIRD ROAD, LLC

a Florida Limited Liability Company

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:


That THE SHOPS OF BIRD ROAD, L LC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

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

Dated this 27 day of December, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Ana M. Escagedo
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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