

WS 0000 10248

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

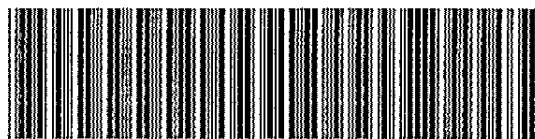
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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WS-10248
OK

TRANSMITTAL LETTER

TO: Florida Department of State
Division of Corporations

SUBJECT: **ROCA REAL ESTATE ADVISORS, LLC.**
Certificate of Conversion & Articles of Organization

Dear Sir/Madam,

The enclosed Certificate of Conversion and Articles of Organization for the captioned corporate entity, and check are hereby submitted. Please return a Certificate of Status and all original Corporate records concerning this matter as follows:

Name of Person: Laura Kohn

Firm: Arazoza & Fernandez-Fraga, P.A.

Address: 2100 Salzedo Street
Suite 300
Coral Gables, Florida 33134

For further information concerning the foregoing, please call:

Name of Person: Laura Kohn

at (305) 444-6226 (extension 233)

ENCLOSED IS A CHECK MADE PAYABLE TO DEPARTMENT OF STATE FOR THE FOLLOWING AMOUNT:

\$155.00 (fee to file the attached Certificate of Conversion and Articles of Organization and a Certificate of Status)

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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:

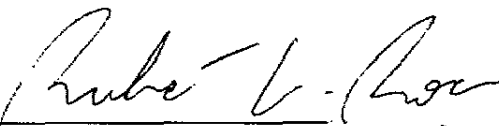
ROCA REAL ESTATE ADVISORS, LLC.

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

- A. Date: 12/24/2004
- B. Jurisdiction: State of Maryland

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

ROCA REAL ESTATE ADVISORS, LLC.

By: 
RUBEN A. ROCA
Member and Manager

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ARTICLES OF ORGANIZATION

OF

ROCA REAL ESTATE ADVISORS, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is: ROCA REAL ESTATE ADVISORS, LLC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV

ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 201 ALHAMBRA CIRCLE, #700, CORAL GABLES, FL 33134. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That ROCA REAL ESTATE ADVISORS, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates RUBEN A. ROCA, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 201 ALHAMBRA CIRCLE, #700, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager of the Company shall be RUBEN A. ROCA of 201 ALHAMBRA CIRCLE, #700, CORAL GABLES, FL 33134.

WITNESS the hand and seal of the manager & member in Miami-Dade County, State of Florida, this 20th day of January, 2005

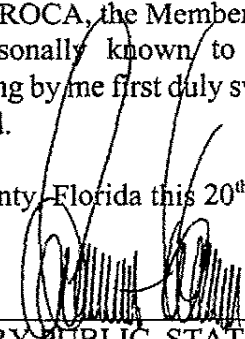
The Manager & Member


RUBEN A. ROCA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, ROBEN A. ROCA, the Member and Manager of ROCA REAL ESTATE ADVISORS, LLC., who is personally known to me or who presented _____ as identification, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 20th day of January, 2005



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

 Laura Kohn
Commission #DD319617
Expires: May 16, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA
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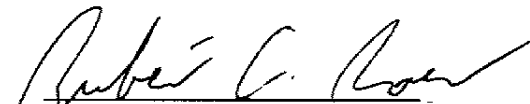
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That ROCA REAL ESTATE ADVISORS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates ROBEN A. ROCA, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 201 ALHAMBRA CIRCLE, #700, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent


RUBEN A ROCA
Dated January 20, 2005

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TALLAHASSEE, FLORIDA