

L05000111410

(Requestor's Name)

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(Business Entity Name)

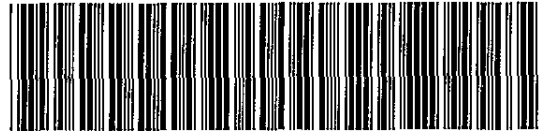
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05 NOV 17 PM 5:04

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CT Corporation System**1203 Governors Square Blvd., Suite 101  
Tallahassee, FL 32301

850-222-1092

Jupiter Commercial Properties

GP0500002909

\*\* Conversion into same name LLC\*\*

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TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input checked="" type="checkbox"/> Other See Above!
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
3 Certified Copies of the filing		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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11/17/2005

AAM

**FILE FIRST!!**

Order#: 6500995 SO

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
OF  
JUPITER COMMERCIAL PROPERTIES  
a Florida general partnership  
INTO  
JUPITER COMMERCIAL PROPERTIES, LLC  
a Florida limited liability company**

**FILED**  
05 NOV 17 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 as of the 17<sup>th</sup> day of November, 2005:

**FIRST:** The name of the unincorporated business immediately prior filing this document was Jupiter Commercial Properties, a Florida general partnership (hereafter, the "Partnership") (Document No. GP0500002909).

**SECOND:** The date on which and the jurisdiction in which the Partnership was first created, formed or otherwise came into being was April 7, 1989 and Florida, respectively.

**THIRD:** The name of the limited liability company as set forth in the attached articles of organization is Jupiter Commercial Properties, LLC.

[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned members hereby execute this Certificate of Conversion as of the date first above written.

INDIANTOWN ASSOCIATES

By: CP Florida Associates, Ltd.  
Its General Partner

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

CENTER PARK ASSOCIATES

By: CP Florida Associates, Ltd.  
Its General Partner

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

ARTICLES OF ORGANIZATION  
OF  
JUPITER COMMERCIAL PROPERTIES, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is Jupiter Commercial Properties, LLC.
2. The mailing address and street address of the principal office of the limited liability company are 1015 Financial Center, Birmingham, Alabama 35203.
3. The name and street address of the initial registered agent for service of process in the State of Florida are CT Corporation System and 1200 South Pine Island Road, Plantation, Florida 33324.
4. Having been named as registered agent and to accept service of process for the above named 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 in Chapter 608, Florida Statutes.

CT CORPORATION SYSTEM

By: Carrie Buz

5. The limited liability company is to be a manager-managed limited liability company. The name and mailing address of the manager of the limited liability company are Alan Z. Engel and 1015 Financial Center, Birmingham, Alabama 35023, respectively.

(Signature on the following page)

The undersigned members hereby execute these Articles of Organization as of November 17, 2005.

INDIANTOWN ASSOCIATES

By: CP Florida Associates, Ltd.  
Its General Partner

By: HEM Florida Property Investors, Inc.  
Its General Partner

By: Alan Z. Engel  
Alan Z. Engel  
Its Treasurer

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Its General Partner

By: Alan Z. Engel  
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