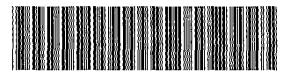
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TRANSMITTAL LETTER

SUBJECT: T & D INVESTMENT GROUP, L.L.C. (Conversion)

Enclosed please find an original and (1) copy of the LLC Conversion with certified copy. (See Documents Attached)

for the above corporation and check in the amout of:

\$180.00

PLEASE MAIL TO: FAST CORP. AGENTS, INC. 2131 Northwest 79th Avenue Miami, florida 33122 (305) 599-0839

Re: Garesp

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated instinces 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 insiness immediately prior to filing this document was: T&D GROUP SECOND: The date on which and the jurisdiction in which the unincorporated business was first conted or otherwise came into being are:

A. Date: 9/13/02 A. Jurisdiction: Florida B, If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Florida THIRD: The name of the limited liability company as set forth in the attached articles of ocganization is: T&D Investment Group, LLC Signature of a Member or an Authorized Representative of a Member (In accordance with section 602.408(3), Florida Statutes, the execution of this document constitutes an affirmation make the penalties of perjury that the facts stated become are trac.) Orlando C. Lama Typed or Printed Name of Signes

(Note: Section 482-439, F.S., dans not provide for a corporation to convert to a limited Buildity company.)

INSESTICIO/901

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I:

The name of the Limited Liability Company is:

T & D INVESTMENT GROUP, L. L.C.

ARTICLE II-ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

5630 THORNBLUFF AVENUE DAVIE, FL 33331

ARTICLE III-Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

ORLANDO C. LAMA

Name

5630 THORNBLUFF AVENUE

Florida street address (P.O. Box not acceptable)

DAVIE, FL 33331

City, State, and Zip

H05000275266 3 1

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 statues 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, F.S.

Registered Agent's Signature

ARTICLE IV-Management (Check box if applicable)

X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

(An additional article must be added if an effective date is requested)

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.).

ORLANDO C. LAMA

Typed or printed name of signee

SECRETAKT OF STATE

ARTICLE V - Managing Members

Orlando C. Lama 5630 Thombiuff Avenue Davie, FL 33331

Signature

SECRLIARY OF STATE