

L05000123713

(Requestor's Name)

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PICK-UP WAIT MAIL

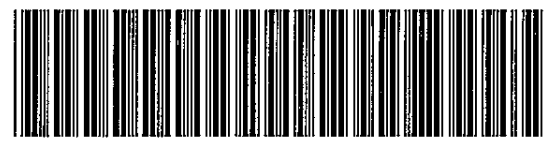
(Business Entity Name)

1005-57100
(Document Number)

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EFFECTIVE DATE
12/30/05



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2005

SUTHERLAND ASBIL & BRENNAN LLP
WALK-IN/WILL-WAIT

SUBJECT: ONE BISCAYNE TOWER, LLC
Ref. Number: W05000057100

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TALLAHASSEE, FLORIDA

We have received your document for ONE BISCAYNE TOWER, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As we discussed, you will be faxing me the correct documents for this conversion so that it can have today's file date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 005A00074211

CERTIFICATE OF CONVERSION
OF
ONE BISCAYNE TOWER GROUP TRUST
TO

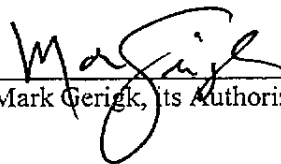
ONE BISCAYNE TOWER, LLC, A FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

1. This Certificate of Conversion is filed in accordance with the provisions of Florida Statute Section 608.439.
2. The name of the entity being converted into a Florida limited liability company is One Biscayne Tower Group Trust (the "Group Trust").
3. The Group Trust was formed on December 29, 1995, under the laws of the State of Texas.
4. The name of the limited liability company the Group Trust is being converted into is "One Biscayne Tower, LLC, a Florida limited liability company".
5. The effective date of the conversion of the Group Trust into the aforementioned limited liability company is December 30, 2005.

This Certificate of Conversion is hereby executed and delivered this 30th day of December, 2005, by the undersigned, the duly authorized and acting Manager of One Biscayne Tower, LLC.

L&B Realty Advisors, LLC, a Delaware limited liability partnership

By: 
Mark Gerigk, its Authorized Signatory

EFFECTIVE DATE
12/30/05

ARTICLES OF ORGANIZATION
OF
ONE BISCAYNE TOWER, LLC

ARTICLE I.

The name of the limited liability company is ONE BISCAYNE TOWER, LLC
"Company").

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TALLAHASSEE, FLORIDA

ARTICLE II.

The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act for the exclusive purposes of acquiring real property (as defined in section 501(c)(25)(A) and 501(c)(25)(F) of the Internal Revenue Code of 1986, as amended (the "Code)) and holding title to, and collecting income from, such property and remitting the entire amount of income from such property (less expenses) to its Members, which is an organization described in section 501(c)(25)(C) of the Code. At the discretion of the Company's manager, the Company may elect to be classified as a corporation for federal income tax purposes (and may, but shall not be required to, seek a determination letter from the Internal Revenue Service in connection with such election) and thereby qualify as an organization exempt from federal income taxation under sections 501(a) and 501(c)(25) of the Code.

ARTICLE III.

The Members shall have the right to terminate their interests in the Company either (a) by selling or exchanging its interest to any organization constituting a "qualified trust" under section 401(a) of the Code; or (b) by having its membership interest redeemed by the Company upon 90 days' written notice and with the prior consent of the remaining Members.

ARTICLE IV.

The Member of the Company shall have the right to dismiss the Company's investment advisor(s), following reasonable notice, upon an affirmative vote of a majority of the membership interests in the Company.

ARTICLE V.

The period of duration for the Company shall be December 31, 2010, unless otherwise extended with the unanimous consent of all the Members.

EFFECTIVE DATE
12/30/05

ARTICLE VI.

The mailing and street address of the principal office of the Company is c/o L&B Realty Advisors, LLP, 8750 North Central Expressway, Suite 800, Dallas, Texas 75231.

ARTICLE VII.

The initial registered agent for service of process at the registered office of the Company is Dean Bunch. The registered office of the Company is c/o Sutherland Asbill & Brennan LLP, 3600 Maclay Boulevard, South, Suite 202, Tallahassee, Florida 32312-1267.

ARTICLE VIII.

The members shall have the right to admit additional members, provided that (i) the total number of the Company's members shall not exceed 35, (ii) each such additional member is a "qualified trust" within the meaning of section 401(a) of the Code, and (iii) the then current members have given their unanimous consent to the admission of such additional member. Any such additional members shall be admitted in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Operating Agreement of the Company and as are not inconsistent with any provision of these Articles of Organization.

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ARTICLE IX.

The Company shall be managed by a manger and the name of such manager is L&B Realty Advisors, LLP. The address of L&B Realty Advisors, LLP is 8750 North Central Expressway, Suite 800, Dallas, Texas 75231.

ARTICLE X.

The Company shall not be dissolved by the occurrence of an event specified in Fla. Stat. Ann. §608.441(1)(c) or by the bankruptcy of a member. In addition, the remaining members of the Company, if any, shall have the right to continue the business of the Company on the resignation, expulsion, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this 30th day of December, 2005.

AUTHORIZED MEMBER REPRESENTATIVE:

Dean Bunch

Dean Bunch

REGISTERED AGENT:

Dean Bunch

Dean Bunch

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, F.S..

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TALLAHASSEE, FLORIDA