

**L05000123713**

(Requestor's Name)

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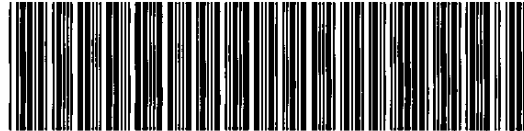
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 15 PM 3:31

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**Sutherland  
Asbill &  
Brennan LLP**

ATTORNEYS AT LAW

**BENJAMIN R. TARBUTTON**  
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404.853.8000  
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June 14, 2006

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, Florida 32301

Re: One Biscayne Tower, LLC – Amended Certificate of  
Conversion

Dear Brenda:

Enclosed please find the executed Amendment to Certificate of Conversion for One Biscayne Tower, LLC together with a check to the Florida Secretary of State in the amount of \$25.00 for the filing fee.

Thanks so much for your help in this matter. You were a pleasure to work with and generally made a complicated matter very easy to deal with!

Sincerely,



Benjamin R. Tarbutton

BRT/brt  
Enclosure

Cc: Carrie Cooper (via e-mail w/encl.)  
Ed Hales (internal w/o encl)

AO 1498679.1

AMENDMENT TO CERTIFICATE OF CONVERSION

OF

L&B BISCAYNE TOWER GROUP TRUST

TO

ONE BISCAYNE TOWER, LLC, A FLORIDA LIMITED LIABILITY COMPANY

06 JUN 15 PM 3:31  
FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1. This Amendment is filed to correct the name of the entity converted into One Biscayne Tower, LLC, a Florida limited liability company (the "Company"), pursuant to that certain Certificate of Conversion filed with the Florida Secretary of State pursuant to Florida Statute Section 608.439 on December 30, 2005 (the "Original Filing Date"), a copy of which original filing is attached hereto as Exhibit A (the "Original Certificate of Conversion").
2. The Original Certificate of Conversion improperly listed the entity being converted into the Company as "One Biscayne Tower Group Trust".
3. The correct name of the entity converted into the Company by the Original Certificate of Conversion was "L&B Biscayne Tower Group Trust" (the "Group Trust").
4. The Group Trust was formed on or about December 29, 1995, under the laws of the State of Texas.
5. The name of the entity into which the Group Trust was converted is One Biscayne Tower, LLC, a Florida limited liability company.
6. The effective date of the conversion of the Group Trust into the Company is the Original Filing Date, December 30, 2005.
7. This Amendment to Certificate of Conversion is hereby executed and delivered as of the \_\_\_ day of June, 2006, effective as of the Original Filing Date, by the undersigned, the duly authorized and acting Manager of One Biscayne Tower, LLC.

L&B REALTY ADVISORS, LLP, a Delaware limited liability partnership

By:



Mark R. Geragk  
Executive Vice President

Exhibit A

CERTIFICATE OF CONVERSION  
OF  
ONE BISCAYNE TOWER GROUP TRUST  
TO

ONE BISCAYNE TOWER, LLC, A FLORIDA LIMITED LIABILITY COMPANY

FILED  
09 DEC 30 AM 1:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 30<sup>th</sup> 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 Gerick  
Mark Gerick, is Authorized Signatory

EFFECTIVE DATE  
12/30/05

ARTICLES OF ORGANIZATION  
OF  
ONE BISCAVNE TOWER, LLC

ARTICLE I.

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

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SEC. OFF. OF STATE  
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 McClay 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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SERIALIZED  
TALLAHASSEE, FLORIDA

ARTICLE IX.

The Company shall be managed by a manager 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 30<sup>th</sup> 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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05 DEC 30 AM 1:06  
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TALLAHASSEE, FLORIDA