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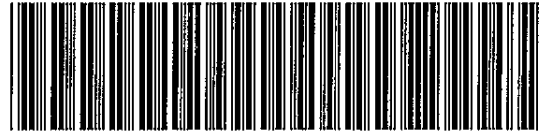
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2006 JAN 26 PM 1:00 JAN 26 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charter Number Only

1/25

Teschner Gutter Chimes

Requestor's Name

2101 Corporate Blvd. #107

Address

Boca Raton FL 33431

City

State

ZIP

Phone

(561) 998-7847

CORPORATION(S) NAME

J + B ASSOCIATES INVESTORS, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other **CONVERSION**

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

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TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

CERTIFICATE OF CONVERSION

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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:

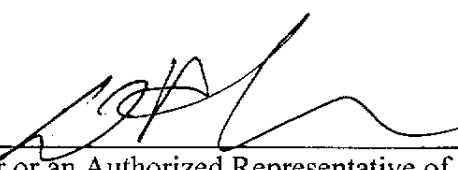
FIRST: The name of the unincorporated business immediately prior to filing this document was: **J & B ASSOCIATES INVESTORS.**

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

- A. Date: May 29, 1984
- B. Jurisdiction: Florida
- C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

J & B ASSOCIATES INVESTORS, LLC



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.)

DONALD R. TESCHER

Typed or Printed Name of Signee
Authorized Representative

**ARTICLES OF ORGANIZATION OF
J & B ASSOCIATES INVESTORS, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

--- The name of the Company shall be J & B ASSOCIATES INVESTORS, L.L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are:

1320 South Dixie Highway, Suite 940
Coral Gables, FL 33146

ARTICLE III

**REGISTERED OFFICE AND
REGISTERED AGENT**

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

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

By execution hereof, the registered agent accepts the appointment as registered agent and agrees to act in this capacity.


Registered Agent's Signature

Donald R. Tescher, Esq.
Tescher Gutter Chaves Josepher Rubin Ruffin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 121086

ARTICLE IV
MANAGEMENT

The Company is to be a manager-managed Company. The initial manager is:

B & J MANAGEMENT CORPORATION

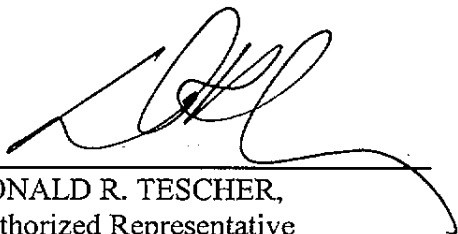
ARTICLE V
DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-o0o-

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of J & B ASSOCIATES INVESTORS, L.L.C..

Executed by the undersigned on January 24, 2006.



DONALD R. TESCHER,
Authorized Representative