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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

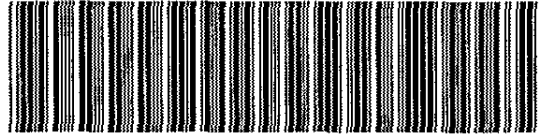
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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A handwritten signature or initials in black ink, located at the bottom right of the page.

GORNTO & GORNTO, P.A.

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September 20, 2006

Federal Express #798502215389

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Re: Interchange-Primera I, LLC and Interchange-Primera II, LLC

Dear Sir or Madam:

Enclosed are the following documents:

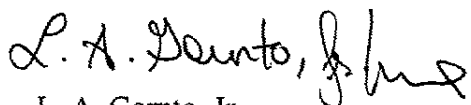
1. Original and one copy of the proposed Articles of Organization for Interchange-Primera I, LLC;
2. Original and one copy of the Certificate of Conversion to convert the Deck-Primera Trust Dated September 18, 2006, a common law trust to Interchange-Primera I, LLC;
3. Original and one copy of the proposed Articles of Organization for Interchange-Primera II, LLC;
4. Original and one copy of the Certificate of Conversion to convert the KRG-Primera Trust Dated September 18, 2006, a common law trust to Interchange-Primera II, LLC;

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Organization and Certificates of Conversion to me by Federal Express on the date of filing. Our Federal Express account number is 137818060.

I have enclosed a check in the amount of \$360.00 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



L. A. Gornto, Jr.
LAG/ml
Enclosures

CERTIFICATE OF CONVERSION

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:

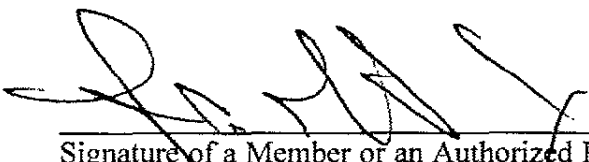
L. A. Gornito, Jr., as Trustee of the KRG-Primera
Trust Dated September 18, 2006, a common law trust

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

- A. Date: September 18, 2006
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____.

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

Interchange-Primera II, 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.)

L. A. Gornito, Jr., Authorized Representative

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ARTICLES OF ORGANIZATION
of
INTERCHANGE-PRIMERA II, LLC
A Florida Limited Liability Company

ARTICLE 1
NAME

The name of this limited liability company is Interchange-Primera II, LLC.

ARTICLE 2
PERIOD OF DURATION

The period of duration of this limited liability company is perpetual. The date with which the existence of this limited liability company begins shall be September 21, 2006.

ARTICLE 3
PURPOSE

The purpose for which this limited liability company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which the company may conduct business. This limited liability company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this limited liability company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this limited liability company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this limited liability company.

ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this limited liability company are as follows:

3098 Piedmont Road NE, Suite 490
Atlanta, GA 30305

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ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this limited liability company in the State of Florida are as follows:

Name: L. A. Gornito, Jr., Esq.
Street Address: 149 S. Ridgewood Avenue, Suite 550
Daytona Beach, FL 32114

ARTICLE 6
MANAGEMENT


The limited liability company is to be managed by its Manager and is therefore a manager managed company. The name and address of the initial manager are as follows:

Name: Kaufman Properties, Inc.
Street Address: 3098 Piedmont Road NE, Suite 490
Atlanta, GA 30305

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EXECUTION

The undersigned authorized representative of this limited liability company executes these articles of organization this 20th day of September, 2006.

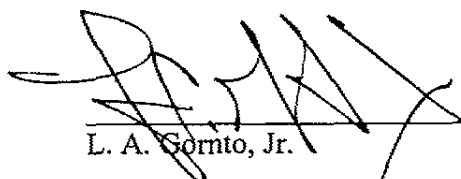


L. A. Gornito, Jr., Authorized Representative

STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated September 20, 2006.



L. A. Gornito, Jr.