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May 16, 2007

VIA FEDERAL EXPRESS

Florida Secretary of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Centermall, Inc. ("Corporation")

Dear Sir or Madam:

Enclosed please find the following for filing with your office in accordance with s.607.1113, F.S. and s.608.439, F.S.:

1. Original Certificate of Conversion for a Florida Profit Corporation into a Florida Limited Liability Company form for the above referenced Corporation;
2. Original Articles of Organization for the formation of Centermall, LLC; and
3. Check in the amount of \$180.00 in payment of the filing fees (\$25.00 for Certificate of Conversion, \$125.00 for Articles of Organization and \$30.00 for a Certified Copy).

Thank you for your prompt assistance in this matter. It is imperative that these documents are filed immediately as they are to take effect as of May 17, 2007. Please feel free to contact me at (561) 471-3514 if you should have any questions.

Sincerely,

NASON, YEAGER, GERSON,
WHITE & LIOCE, P.A.



Bridget M. Mann, Legal Assistant

Enclosures

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Centermall, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, sole partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on August 6, 1992
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Not applicable

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Centermall, LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: May 18, 2007.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date in the attached Articles of Organization, if an effective date is listed therein.

Signed this 17th day of May, 2007.

Signature of Authorized Person: 

Printed Name: George W. Heaton Title: President

ARTICLES OF ORGANIZATION

OF

CENTERMALL, LLC

I, the undersigned authorized representative of the Members, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is:

CENTERMALL, LLC

ARTICLE II
ADDRESS

The street address and mailing address of the principal office is:

3540 Forest Hill Blvd.
Suite 203
West Palm Beach, Florida 33406

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

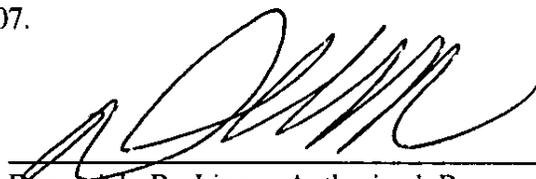
ARTICLE IV
MANAGEMENT

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Manager and is, therefore, a manager-managed company.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The Members shall have the right to admit additional members.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 16 day of May, 2007.



Domenick R. Lioce, Authorized Representative of
the Members

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CENTERMALL, LLC

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

Domenick R. Lioce
1645 Palm Beach Lakes Blvd.
Suite 1200
West Palm Beach, Florida 33401

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



Domenick R. Lioce, Registered Agent