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MULLER & LEBENSBURGER

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August 20, 2007

Via Federal Express

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

Re: W.J. Miranda Construction, L.L.C.

Dear Sir or Madam:

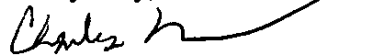
The enclosed Certificate of Conversion, Articles of Organization and check for \$180.00 representing the costs for filing fees and certified copies of the enclosed documents are submitted to convert W.J. Miranda Construction Co., a Florida corporation, into W.J. Miranda Construction, L.L.C., a Florida limited liability company in accordance with Florida Statutes §608.439.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

For further information concerning this matter, please call Michael P. Schwartz at (305) 670-6770.

Yours very truly,



CHARLES E. MULLER II

CEM:tp

Enclosures: as stated

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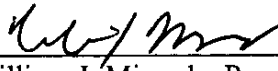
**CERTIFICATE OF CONVERSION
OF
W.J. MIRANDA CONSTRUCTION CO., A FLORIDA CORPORATION
INTO
W.J. MIRANDA CONSTRUCTION, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert W.J. Miranda Construction Co., a Florida Corporation (the "Converting Corporation") into W.J. Miranda Construction, L.L.C., a Florida Limited Liability Company (the "Converted LLC") in accordance with §608.439, Florida Statutes.

1. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion is W.J. Miranda Construction Co.
2. The Converting Corporation is a corporation first incorporated under the laws of the state of Florida on January 16, 1984.
3. The Converted Corporation has at all times prior to this conversion been incorporated under the laws of the state of Florida.
4. The name of the Converted LLC, a Florida limited liability company, as set forth in the attached Articles of Organization, is W.J. Miranda Construction, L.L.C.
5. This document is effective on its date of filing.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent document.

Dated this 26th day of August, 2007.

By: 
William J. Miranda, President of the
Converting Corporation.

F:\MIRANDA\BILL\Documents\Cert of Conversion WJM Const.wpd

Exhibit B

SECRETARY
DIVISION
07 AUG 21 PM 12:09

ARTICLES OF ORGANIZATION
W.J. MIRANDA CONSTRUCTION, L.L.C.

The undersigned hereby certifies the following for purposes of forming a limited liability company under the laws of the State of Florida. The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be W.J. MIRANDA CONSTRUCTION, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be 10598 N.W. South River Drive, Medley, Florida 33178.

ARTICLE III

MANAGER MANAGED


This limited liability company is a manager-managed company.

ARTICLE IV

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be Charles E. Muller II, 7385 Galloway Road, Suite 200, Miami, Florida 33173.

Executed by the undersigned at Miami, Florida, this 20th day of August, 2007.



Charles E. Muller II, authorized representative
of a member of W.J. MIRANDA CONSTRUCTION,
L.L.C.

ACCEPTANCE OF REGISTERED AGENT


In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted in compliance with said statute:

That W.J. MIRANDA CONSTRUCTION, L.L.C., has named Charles E. Muller II, whose address is 7385 Galloway Road, Suite 200, Miami, Florida 33173, as its registered agent to accept service of process within Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated limited liability company at the place designated in this certificate, I hereby state that I am familiar with, and accept, the obligations of that position.

Dated this 20th day of August, 2007.



Charles E. Muller II