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ARISTA & HERRÁN

GABLES INTERNATIONAL PLAZA
2655 SOUTH LE JEUNE ROAD, SUITE 700
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7662
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Info@AristaLaw.com

December 26, 2007

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SHARPE – SW 8TH STREET & MIAMI – SW 8TH STREET, LLC

To Whom It May Concern:

Enclosed please find: (1) the Certificate of Conversion and fee submitted to convert an “Other Business Entity” into a Florida limited liability company in accordance with s. 608.439, F.S.; and (2) the Articles of Organization and fee submitted for filing.

Please return all correspondence concerning this matter to:

Michelle Diaz Cofiño, Esq.
Arista & Herrán
Gables International Plaza
2655 Le Jeune Road, Suite 700
Coral Gables, Florida 33134

For further information concerning this matter, please call Michelle Diaz Cofiño, at (305) 444-7662.

Enclosed is a check in the amount of \$185.00 for the filing, certified copy, and Certificate of Status of the Certificate of Conversion and Articles of Organization.

Very truly yours,
ARISTA & HERRÁN



Michelle Diaz Cofiño

Enclosures

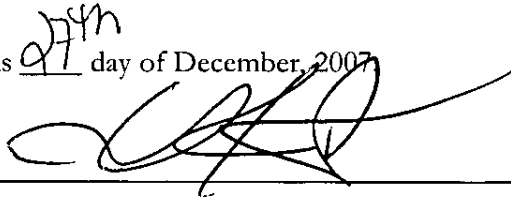
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION FOR
SHARPE – SW 8TH STREET
INTO
MIAMI – SW 8TH STREET, LLC**

This Certificate of Conversion is submitted to convert the following “Other Business Entity” into a Florida Limited Liability Company in accordance with Florida Statute Section 608.493, and as required by the governing law of the “Other Business Entity.”

1. The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is: SHARPE – SW 8TH STREET, (the “Partnership”).
2. The “Partnership” was first organized on April 29, 1985, in accordance with the laws of Florida.
3. The name of the Florida Limited Liability Company is: MIAMI – SW 8TH STREET, LLC.
4. MIAMI – SW 8TH STREET, LLC is a limited liability company organized under the laws of Florida.
5. The above referenced Florida Partnership has converted into a Florida Limited Liability Company in compliance with Florida Statutes Chapter 608, and the conversion complies with the applicable laws governing the “Other Business Entity.”
6. The plan of conversion was approved by the converting Florida Partnership in accordance with Florida Statutes Chapter 608, and as required by the governing law of the “Other Business Entity.”
7. This conversion was effective under the laws governing the “Other Business Entity” on January 1, 2008.
8. The initial street address of the principal office and mailing address is 1060 East 33rd Street, Hialeah, Florida 33013, or as otherwise provided by the Operating Agreement.

Signed this 27th day of December, 2007



Eduardo R. Arista, Esq., Authorized Representative of a Member

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**ARTICLES OF ORGANIZATION OF
MIAMI – SW 8TH STREET, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
NAME**

The name of the Limited Liability Company is MIAMI – SW 8TH STREET, LLC.

**ARTICLE II
ADDRESS**

The initial street address of the principal office and mailing address is 1900 East 33rd Street, Hialeah, Florida 33013, or as otherwise provided by the Operating Agreement.

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**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

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

Eduardo R. Arista, Esq.
Arista & Herrán
Gables International Plaza
2655 LeJeune Road, Suite 700
Coral Gables, Florida 33134

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the Manager and is therefore a manager-managed company. The name and address of the initial Manager are:

A.C.K.E., INC.
1060 East 33rd Street
Hialeah, Florida 33013

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 20th day of

December, 2007.



Eduardo R. Arista, Esq., Authorized Representative of a Member

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TALLAHASSEE, FLORIDA

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for MIAMI – SW 8TH STREET, LLC at the place designated in Article III above. 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 under Chapter 608, Florida Statutes.



Eduardo R. Arista, Esq., Registered Agent