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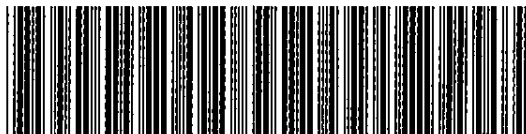
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S. HAWKES

JAN 8 2009

EXAMINER

THE LAW OFFICE OF STEPHEN R. SHELLEY, PLLC

Attorney and Counselor at Law

317 North Krome Avenue
Homestead, Florida 33030
Telephone: (305) 248-0110
Facsimile: (305) 247-6855
stephenshelley@bellsouth.net

December 31, 2008

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Krome Avenue Properties, LLC

To Whom it May Concern:

The Enclosed Certificate of Conversion, Articles of Organization and required filing fees are submitted to convert a Florida for Profit Corporation into a Florida Limited Liability Company in accordance with Florida Statutes section 608.439.

Please return all correspondence concerning this matter to:

LB Helms
PO Box 900914
Homestead, Florida 33090

For Further information concerning the filing of this Conversion and Articles of Organization please contact Stephen R. Shelley at (305) 248-0110.

Enclosed please find a check in the sum of \$150.00 representing \$25.00 for the Conversion and \$125.00 for filing the Articles of Organization.

Sincerely,



For the Firm
Stephen R. Shelley, Esq.

Cc: Client
File

Certificate of Conversion
For
Krome Avenue Properties, Inc.
Into K80540
Krome Avenue Properties, LLC,
A Limited Liability Company


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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida For Profit Corporation into a Florida Limited Liability Company in accordance with Florida Statutes section 608.439.

1. The name of the Florida For Profit Corporation immediately prior to the filing of this Certificate of Conversion is Krome Avenue Properties, Inc.
2. Krome Avenue Properties is a Florida For Profit Corporation first organized, formed or incorporated under the laws of the State of Florida on 04/14/1989.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Krome Avenue Properties, LLC
4. The effective date of the filing of the Certificate of Conversion shall be December 26, 2008.

Signed this 31st day of December 2008

Krome Avenue Properties, Inc.


LB Helms, Shareholder and Director

Krome Avenue Properties, LLC


LB Helms, Managing Member

ARTICLES OF ORGANIZATION

OF

KROME AVENUE PROPERTIES, LLC

The undersigned certify that we have associated ourselves together for purposes of becoming a limited liability company under the laws of the State of Florida, providing for formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the limited liability company shall be KROME AVENUE PROPERTIES, LLC and its principal office shall be located at 29885 SW 166th Court, Homestead, Florida 33033, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as the principal address stated above.

ARTICLE II - PURPOSE

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any lawful activity or business.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges,

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inventions, improvements and processes, copyrights, trademarks, and trade names or pending applications therefore, relating to or useful in connection with any business of the Company or any other business association in which the Company may have an interest as stockholder or otherwise.

6. To manufacture, purchase or otherwise acquire, and to own, sell assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description related to the business of the Company.

7. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

8. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its organization; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

9. To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

10. To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Company or by others, or held under lease of contract or otherwise by this Company or by an other persons, association or corporation.

11. To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations related to the business.

12. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

13. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, ether alone or in association with others incidental or pertaining to , or going out of, or connected with its business or powers, provided the same shall not be inconsistent

with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business of businesses to be transacted shall be construed as both purposes and powers of their limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. The above several clauses may be further modified or expanded by the parties Operating Agreement.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III - EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV- MANAGEMENT

This limited liability company shall be Member Managed. The name and address of the Managing Member is LB HELMS, 29885 SW 166th Court, Homestead, Florida 33033.

ARTICLE V - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members and only in the manner prescribed in the Regulations of the company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 317 North Krome Avenue, Homestead, Florida 33030, and the name of the company's initial registered agent at that address is Stephen R. Shelley, Esq.

ARTICLE VII - DURATION

This limited liability company shall exist until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be December 26, 2008.

The undersigned being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of KROME AVENUE PROPERTIES, LLC.

Executed by the undersigned at Homestead, Florida on this 31st day of December, 2008.

REQUIRED SIGNATURE:



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.)

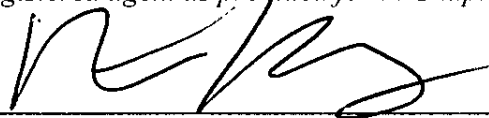
LB Helms

Typed or printed name of signee

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 as provided for in Chapter 608, F.S..



STEPHEN R. SHELLEY, ESQ.

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