

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AVOCADO GROVES MANAGEMENT, LLC +
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Roland Sanchez-Medina Jr.
(Contact Person)

Sanchez-Medina, Gonzalez, Quesada & Lage, LLP
(Firm/Company)

2333 Ponce De Leon Blvd. Suite 302
(Address)

Coral Gables, Florida 33134
(City, State and Zip Code)

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr. at (305) 448-4344
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|---|--|

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF CONVERSION
OF
AVOCADO GROVES MANAGEMENT CORP.
INTO
AVOCADO GROVES MANAGEMENT LLC**

FILED

2009 JUL 17 PM 1:06

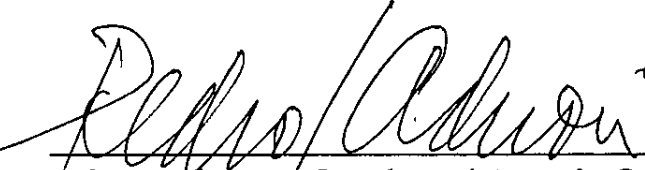
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert AVOCADO GROVES MANAGEMENT CORP., a corporation organized under the laws of the State of Florida, into AVOCADO GROVES MANAGEMENT LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. AVOCADO GROVES MANAGEMENT CORP., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on February 15, 2005, under Document Number P05000023303.
2. The name of the Florida limited liability company into which AVOCADO GROVES MANAGEMENT CORP. will be converted is AVOCADO GROVES MANAGEMENT LLC. The Articles of Organization of AVOCADO GROVES MANAGEMENT LLC are attached to this Certificate of Conversion.
3. The conversion of AVOCADO GROVES MANAGEMENT CORP., a Florida corporation, into AVOCADO GROVES MANAGEMENT LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of AVOCADO GROVES MANAGEMENT CORP., a Florida corporation, into AVOCADO GROVES MANAGEMENT LLC and the Articles of Organization of AVOCADO GROVES MANAGEMENT LLC were approved by all of the shareholders and directors of AVOCADO GROVES MANAGEMENT CORP., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of AVOCADO GROVES MANAGEMENT LLC is 6485 S.W. 120th Avenue, Miami, Florida 33183. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for AVOCADO GROVES MANAGEMENT LLC will be 20-2329853 which is the same Federal employer identification number of AVOCADO GROVES MANAGEMENT CORP.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.

7. AVOCADO GROVES MANAGEMENT LLC shall pay any shareholder of AVOCADO GROVES MANAGEMENT CORP. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 14 day of July, 2009.


Pedro J. Adrian, as President of Avocado Groves Management Corp., and as a Manager of Avocado Groves Management LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
AVOCADO GROVES MANAGEMENT LLC**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be AVOCADO GROVES MANAGEMENT LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 6485 S.W. 120th Avenue, Miami, Florida 33183.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Roland Sanchez-Medina Jr., Sanchez-Medina, Gonzalez, Quesada & Lage, LLP, 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134.


ARTICLE IV - MANAGEMENT

The Company will be a manager-managed company.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 608, F.S.



Roland Sanchez-Medina Jr.



Roland Sanchez-Medina Jr., as authorized representative

(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.)