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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OCT 15 2013
T. H. HANCOCK

October 10, 2013

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

Re: Sharpe - 165th Street & 165th Street Shopping Center, 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 Florida Statutes §608.439; and (2) the Articles of Organization and fee submitting for filing.

Please return all correspondence concerning this matter to:

Mason G. Sharpe, Esq.
1060 East 33rd Street
Hialeah, Florida 33013

For further information concerning this matter, please call Mason G. Sharpe, at (305) 693-3500.

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.

Sincerely,



Mason G. Sharpe, Esq.


Enclosures

**CERTIFICATE OF CONVERSION FOR
SHARPE – 165TH STREET
INTO
165TH STREET SHOPPING CENTER, 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 – 165TH STREET, (the “Partnership”).
2. The “Partnership” was first organized on June 24, 1994, in accordance with the laws of Florida.
3. The name of the Florida Limited Liability Company is: 165TH STREET SHOPPING CENTER, LLC.
4. 165TH STREET SHOPPING CENTER, 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. 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 30th day of September, 2013.



Jack Sharpe, Member
165th Street Shopping Center, LLC



Jack Sharpe, Partner
Partnership

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**ARTICLES OF ORGANIZATION OF
165TH STREET SHOPPING CENTER, 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 165TH STREET SHOPPING CENTER, LLC.

ARTICLE II

ADDRESS

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.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

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

Mason G. Sharpe, Esq.
1060 East 33rd Street
Hialeah, Florida 33013

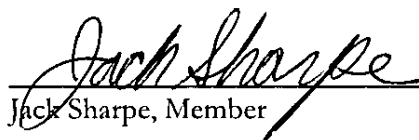
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TALLAHASSEE, FLORIDA

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:

Sharpe Properties Group, L.L.C
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 30th day of September, 2013.



Jack Sharpe, Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for 165TH STREET SHOPPING CENTER, 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.



Mason G. Sharpe, Esq., Registered Agent

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