

L99000006301

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

800003002448--5
-10/01/99--01045--013
****125.00 ****125.00

DATE: 10-1-99

REF. #: 0162.8468

800003002448--5
-10/04/99--01008--029
*****25.00 *****25.00

CORP. NAME: 346 Beach Partners

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3
- OTHER: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 1 AM 11: 25

STATE FEES PREPAID WITH CHECK# 5996 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

RECEIVED
99 OCT - 1 AM 11: 10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

PLAIN STAMPED COPY

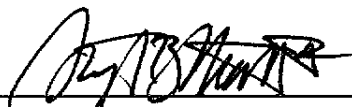
Examiner's Initials _____

**CERTIFICATE OF CONVERSION
TO FLORIDA LIMITED LIABILITY COMPANY**

In accordance with Section 608.439, Florida Statutes, (i) I the undersigned, being the authorized representative of all of the partners of 346 Beach Partners, a Florida general partnership (the "Partnership"), have adopted a resolution pursuant to which the Partnership shall be converted to a Florida limited liability company known as 346 Beach Partners, L.L.C. (the "Company"), and (ii) I the undersigned, being the authorized representative of all of the members of the Company, execute this certificate to signify our consent to such conversion.

1. The Partnership was created under the laws of the State of Florida on December 23, 1997. The Partnership has at all times been a Florida general partnership.
2. The name of the Partnership is 346 Beach Partners, a Florida general partnership.
3. The name of the Company is 346 Beach Partners, L.L.C., a Florida limited liability company, which was created by the filing of its Articles of Organization with the Secretary of State of the State of Florida on October 1, 1999.
4. The effective date of the conversion of the Partnership into the Company shall be the date upon which this Certificate of Conversion to Florida Limited Liability Company shall be filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned person, being the authorized representative of all of the partners of the Partnership and the authorized representative of all of the members of the Company, has executed this instrument this 1st day of October, 1999.



Stephen B. Straske II, as authorized representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 1 AM 11:25

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: 346 BEACH PARTNERS, L.L.C..

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:


1306 West Kennedy Boulevard
Tampa, Florida 33606.

ARTICLE III - Registered Office/Registered Agent

The name of the Limited Liability Company's registered agent is Stephen B. Straske II, Esq. and his address is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen B. Straske II

Typed or printed name of signee

Prepared by: Stephen B. Straske II, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 060070

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 1 AM 11:25

ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or SECTION 608.507, FLORIDA STATUTES,
THE UNDERSIGNED SUBMITS THE FOLLOWING:

Having been named 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.


(Signature)