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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Yacht Club at Brickell Associates Ltd.

File 1st

- Walk In
- Mail Out
- Will Wait
- Photocopy
- Pick Up Time

RUSH

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

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TALLAHASSEE, FLORIDA
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On Conversion

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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cert -43.75
CF 150.05

Ordered By: _____

Date: _____

CERTIFICATE OF CONVERSION

OF

THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.

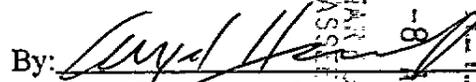
Pursuant to Sections 608.439, Florida Statutes, The Yacht Club at Brickell Associates, Ltd., a Florida limited partnership, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:

- FIRST:** The name of the entity immediately prior to the filing of this documents was The Yacht Club at Brickell Associates, Ltd. (the "Yacht Club").
- SECOND:** The Yacht Club was formed on December 24, 1996 upon the filing of its Certificate of Limited Partnership with the Florida Department of State.
- THIRD:** The name of the limited liability company as set forth in the attached Articles of Organization is Yacht Club at Brickell, LLC.
- FOURTH:** Attached is a copy of the Articles of Organization for the new Florida limited liability company.
- FIFTH:** The conversion of the Yacht Club to a Florida limited liability company shall become effective upon the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

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.

TRG BRICKELL, LTD., a Florida limited partnership, a Member

By: TRG BRICKELL, INC., a Florida corporation, its General Partner

By: 
Angel Hernandez, Vice President

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FLORIDA

**ARTICLES OF ORGANIZATION
OF
YACHT CLUB AT BRICKELL, LLC**

Pursuant to Section 608.439 of the Florida Limited Liability Company Act, THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on December 24, 1996 submits the following as its Articles of Organization to facilitate its conversion to a Florida limited liability company:

ARTICLE I

The name of the limited liability company is YACHT CLUB AT BRICKELL, LLC (the "Company").

ARTICLE II

The mailing address and street address of the principal office of the Company is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

ARTICLE III

The name and street address of the Company's Registered Agent are:

Angel Hernandez
c/o TRG Brickell, Ltd.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

ARTICLE IV

The Company is to be managed by a manager or managers and the name and address of its initial manager are:

Name

Address

TRG Brickell, Ltd.

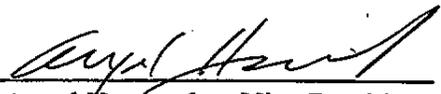
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Miami, Florida 33145

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Miami, Dade County, Florida this 30th day of November, 1999.

TRG BRICKELL, LTD., a Florida limited partnership, a Member

By: TRG BRICKELL, INC., a Florida corporation, its General Partner

By: 
Angel Hernandez, Vice President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for The Yacht Club at Brickell Associates, LLC 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.


Angel Hernandez, Registered Agent

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