

A06000000006

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

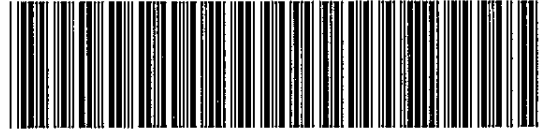
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100062189851

01/03/06--01006--004 \*#1052.50

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2006 JAN -3 PH 3:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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06 JAN -3 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPRESS CORPORATE FILING SERVICE INC.  
 Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101  
 Address

CORAL GABLES, FL 33134      (305) 444-4994  
 City/State/Zip      Phone #

OFFICE USE ONLY

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 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Ole Brasil Partners, CV  
 (Corporation Name)      (Document #)
2. \_\_\_\_\_  
 (Corporation Name)      (Document #)
3. \_\_\_\_\_  
 (Corporation Name)      (Document #)
4. \_\_\_\_\_  
 (Corporation Name)      (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

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 type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>conversion</u>

Examiner's Initials

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** OLE Brasil Partners, LLLP  
(Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Carlos F. Arazoza  
(Contact Person)  
Arazoza & Fernandez-Fraga, PA  
(Firm/Company)  
2100 Salzedo Ste. 300  
(Address)  
Coral Gables, Fl. 33134  
(City, State and Zip Code)

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For further information concerning this matter, please call:

Carlos F. Arazoza at ( 305 ) 444-6226  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$1,052.50 Filing Fees (\$52.50 for Conversion and \$1,000 - Certificate)  \$1,061.25 Filing Fees and Certificate of Status  \$1,105.00 Filing Fees and Certified Copy  \$1,113.75 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

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TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Organization"**  
Into  
**Florida Limited Partnership or Limited Liability Limited Partnership**

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

OLE Brasil Partners, CV

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CV  
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Aruba  
(Enter state, or if a non-U.S. entity, the name of the country)

on September 15, 1995  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached **Certificate of Limited Partnership**:

OLE Brasil Partners, LLLP

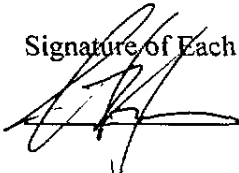
(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date. January 1, 2006  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 27<sup>TH</sup> day of December, 2005

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

 Auro Papp  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Fees:**

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. OLE Brasil Partners, LLLP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*  
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.  
or LLLP.*

2. 2525 Ponce de Leon Blvd. Suite 250  
(Street address of initial designated office)

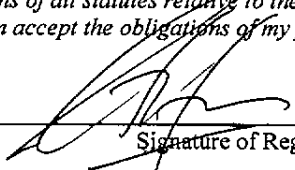
Coral Gables, Fl. 33143

3. Arazoza & Fernandez-Fraga, PA  
(Name of Registered Agent for Service of Process)

4. 2100 Salzedo Suite 300  
(Florida street address for Registered Agent)

Coral Gables, Fl. 33134

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Avt. Reg.  
Signature of Registered Agent

6. 2525 Ponce de Leon Blvd. Suite 250  
(Mailing address of initial designated office)

Coral Gables, Fl. 33143

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

OLE Communications (US), L.L.C.

2525 Ponce de Leon Blvd. Suite 250

L98U00000864

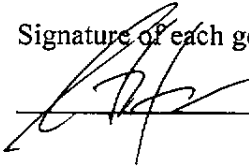
Coral Gables, Fl. 33143

9. Effective date, if other than the date of filing: January 1, 2006

*(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)*

Signed this 27<sup>th</sup> day of December, 2005.

Signature of each general partner:

 AUTH. REP.

**Filing Fees:**

**\$1,000.00** (\$965 Filing Fee and \$35 Registered Agent Fee)

**Certified Copy (optional):**

**\$ 52.50**

**Certificate of Status (optional):**

**\$ 8.75**