

L020000018063

MARTINEZ & GUTIERREZ
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW
COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE, SUITE 501
MIAMI, FLORIDA 33131-2651

TELEPHONE (305) 577-4500
TELEFAX (305) 577-8690
E-MAIL: info@martlaw.com
WEB PAGE: http://www.martlaw.com

June 27, 2002

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

Re: Martinez & Gutierrez, P.L.

Dear Sir/Madam:

Enclosed please find for filing original Certificate of Conversion and Articles of Organization of the above-named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$180.00 to cover the following fees:

-Filing Fee (Articles of Organization)	100.00
-Filing Fee (Certificate of Conversion)	25.00
-Certified copy	30.00
-Registered agent designation	<u>25.00</u>
Total	\$180.00

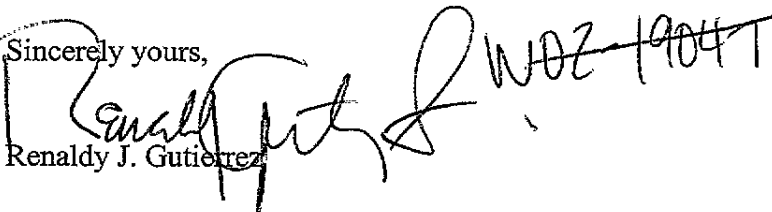
900006104115-1
-06/28/02--01052-001
***180.00 ***180.00

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVED
AND
FILED

Please return a certified copy of the enclosed Certificate and Articles to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely yours,


Renaldy J. Gutierrez

Encl.

JB
7-18-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 2002

RENALDY J. GUTIERREZ
MARTINEZ & GUTIERREZ
601 BRICKELL KEY DR., STE. 501
MIAMI, FL 33131-2651

SUBJECT: MARTINEZ & GUTIERREZ, P.L.
Ref. Number: W02000019047

We have received your document for MARTINEZ & GUTIERREZ, P.L. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific purpose of the entity must be set forth in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 102A00041585

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida professional limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

MARTINEZ & GUTIERREZ.
A Florida General Partnership

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: February 1st, 1987
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

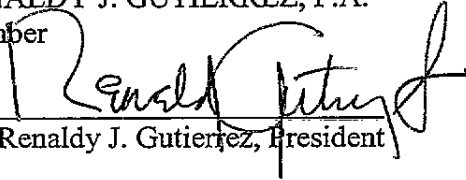
THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

MARTINEZ & GUTIERREZ, P.L.

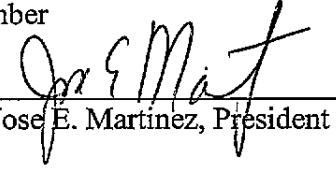
Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Date: June 27, 2002

RENALDY J. GUTIERREZ, P.A.
Member

BY: 
Renaldy J. Gutierrez, President

JOSE E. MARTINEZ, P.A.
Member

BY: 
Jose E. Martinez, President

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

**ARTICLES OF ORGANIZATION
OF
MARTINEZ & GUTIERREZ, P.L.
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Professional Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is MARTINEZ & GUTIERREZ, P.L.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Company is located at 601 Brickell Key Drive, Suite 501, Miami, Florida, and the mailing address of the Company is 601 Brickell Key Drive, Suite 501, Miami, Florida 33131.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 601 Brickell Key Drive, Suite 501, Miami, Florida 33131, and the name of the initial Registered Agent of the Company at that address is RENALDY J. GUTIERREZ, P.A.

V-10837

ARTICLE IV

PURPOSE

The Company is organized for the purpose of:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly authorized under the laws of the State of Florida, is

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice law therein.

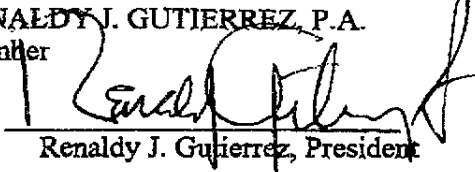
2. Investing the funds of the Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

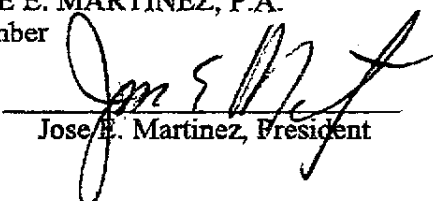
3. Transacting any and all lawful business for which this Company may be incorporated under the laws of the State of Florida.

ARTICLE V
MANAGEMENT

The Professional Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of June, 2002.

RENALDY J. GUTIERREZ, P.A.
Member
BY: 
Renaldy J. Gutierrez, President

JOSE E. MARTINEZ, P.A.
Member
BY: 
Jose E. Martinez, President

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

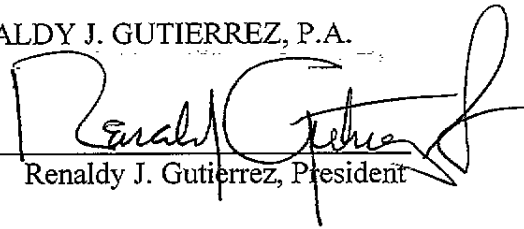
Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in this certificate, we hereby accept

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 608.

RENALDY J. GUTIERREZ, P.A.

BY:



Renaldy J. Gutierrez, President

Date: June 27, 2002

02 JUL 17 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED