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EXAMINER

AGUSTIN DE GOYTISOLO, P.A.
ATTORNEY AT LAW & CIVIL LAW NOTARY
POST OFFICE BOX 348038
CORAL GABLES, FLORIDA 33234-8038

TELEPHONE/TELEFAX
305.443.0132

RESIDENCE:
600 BILTMORE WAY, APT. 1205
CORAL GABLES, FLORIDA 33134-7534

E-MAIL
esdeley@bellsouth.net

March 14, 2008

Personal & Confidential

Mr. Buck Kohn
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Re: Amended & Restated Certificate of Conversion of
Barriefield LLC

Dear Buck:

Following our conversation today, enclosed are two (2) original counterpart of such Certificate of Conversion, filed principally to correct the erroneous listing of Weissport Finance S.A. as a member-manager of this Company, which it has never being or acted as such, the sole member-managers of the Company being solely Andres and Nicolas Nannetti, who were the original shareholders of this Company prior to its conversion.

Appreciating that you have this Amended & Restated Certificate of Conversion filed amongst the records of the Department of State and that you issued to me a certified copy thereof. To that effect also, we enclose our check in the amount of \$55.00, covering the filing fee of \$25.00 plus \$30.00 cost of a certified copy thereof as well as a self-addressed envelope duly posted.

Do not hesitate to call me, if in doubt, and I remain sincerely yours in Xto.


Agustin de Goytisolo

Enc. (3)

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TALLAHASSEE, FLORIDA

**Amended and Restated
CERTIFICATE OF CONVERSION OF
BARRIEFIELD INCORPORATED., A FLORIDA CORPORATION, INTO A
FLORIDA LIMITED LIABILITY COMPANY NAMED
BARRIEFIELD LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Certificate of Conversion and the Articles of Organization expressed below were filed on March 22, A.D. 2007 in order to convert BARRIEFIELD INCORPORATED., a Florida corporation for-profit, into a Florida Limited Liability Company in accordance with § 608.439, Florida Statutes.

WHEREAS, the name, immediately prior to this filing of the Certificate of Conversion of the Florida corporation for-profit herein was BARRIEFIELD INCORPORATED., as organized under Articles of Incorporation filed with Florida's Department of State on April 15, A.D. 2003 and assigned number P03000043605;

WHEREAS, such Florida corporation for-profit, named originally BARRIEFIELD INCORPORATED., is hereinafter a *Limited Liability Company* organized under § 608, Florida Statutes and, as such, shall use the name of BARRIEFIELD LLC;

WHEREAS, the sole shareholders of BARRIEFIELD INCORPORATED, Messrs. André and Nicolás Nannetti, at a special meeting held in Miami-Dade County, Florida, on March 19th., A.D. 2007, by unanimous action adopted a resolution to change its name and convert their Florida corporation into a Florida limited liability company as authorized in Section 608.439 Fla. Stat. and, accordingly, by these presents such shareholders, acting now as member-managers of the Company, adopt the following Articles of Organization that, upon the recording of these Articles of Conversion, shall govern this Florida Limited Liability Company;

NOW THEREFORE, these Articles of Organization are filed to govern this Florida Limited Liability Company:

**ARTICLES OF ORGANIZATION OF
BARRIEFIELD LLC**

ARTICLE I
Name

The name of the limited liability company is **BARRIEFIELD LLC**, sometimes hereinafter referred as the "Company".

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.

ARTICLE III
Registered Office and Agent

The registered office of this Company is at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146, and the name of the registered agent of this Company at that address is Agustín de Goytisoló, Esq., who by executing these presents accepts his designation as the registered agent of the Company.

ARTICLE IV
Duration and Effective Date

The period of this Company's duration is perpetual and it commenced on March 15th, A.D. 2003, when the articles of incorporation of this Company, prior to its conversion into a limited liability company, were filed with Florida's Department of State (its "Effective Date").

ARTICLE V
Purpose

The Company is authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

ARTICLE VI
Management of Company

The business of the Company shall be manager-managed. The initial managers shall hold the office and have the responsibility accorded to them by the members and set out in the Company's Operating Agreement. The name and address of the member/managers are:

ANDRES NANNETTI, 995 Matadero Avenue, Palo Alto CA 94306, and
NICOLAS F. NANNETTI, 1100- Paper Mill Court NW, Washington DC 2007; provided, however, that although Weissport Finance S.A. was listed by error as a member-manager when these Articles were filed on March 22nd, A.D. 2007, such Weissport Finance S.A. has never being or acted as a member-manager of the Company nor owned any units of interest thereion, as all

units of interest of which are, and always have been, the sole property of Messrs. Andrés and Nicolás Nannetti, its sole acting member-managers.

IN WITNESS WHEREOF, the undersigned Agustín de Goytisoló, being an Assistant Managers, with the title of Secretary of this converted Company, have hereunto set their hand and seal in Miami-Dade County, Florida, as of the nineteenth (19th.) day of the month of March, A.D. 2007.



AGUSTIN DE GOYTISOLO
Assistant Manager and
Secretary

C:\MyFiles\CRPG\79 Barriefiel Incorporated's conversion to LLC.1b.doc