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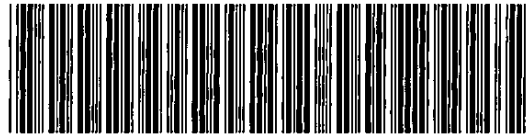
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARISTA & HERRÁN

GABLES INTERNATIONAL PLAZA
2655 SOUTH LE JEUNE ROAD, SUITE 700
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7662
FACSIMILE: (305) 444-7275
Info@AristaLaw.com

October 16, 2007

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

Re: LAW OFFICES OF ANDREU & PALMA, LLP & LAW OFFICES OF ANDREU & PALMA, PL

To Whom It May Concern:

Enclosed please find: (1) the Certificate of Conversion and fee submitted to convert a "Florida Partnership" into an "Other Organization" in accordance with s. 620.8914, F.S.; and (2) the Articles of Organization and fee submitted for filing.

Please return all correspondence concerning this matter to:

Michelle Diaz Cofiño, Esq.
Arista & Herrán
Gables International Plaza
2655 Le Jeune Road, Suite 700
Coral Gables, Florida 33134

For further information concerning this matter, please call Michelle Diaz Cofiño, at (305) 444-7662.

Enclosed is a check in the amount of \$246.25 which includes the \$86.25 fee for the filing, certified copy, and Certificate of Status for the Certificate of Conversion, and the \$160.00 fee for the filing, certified copy, and Certificate of Status for the Articles of Organization

Very truly yours,
ARISTA & HERRÁN



Michelle Diaz Cofiño

Enclosures

**CERTIFICATE OF CONVERSION FOR
LAW OFFICES OF ANDREU & PALMA, LLP
INTO
LAW OFFICES OF ANDREU & PALMA, PL**

This Certificate of Conversion is submitted to convert LAW OFFICES OF ANDREU & PALMA, LLP, a Florida Partnership into an "Other Organization" in accordance with Florida Statute Section 620.8914, and as required by the governing law of the "Other Organization."

1. The name of the Florida Partnership converting into the "Other Organization" is: LAW OFFICES OF ANDREU & PALMA, LLP, (the "Partnership").
2. The "Partnership" was first organized on May 5, 2003, in accordance with the laws of Florida.
3. The name of the "Other Organization" is: LAW OFFICES OF ANDREU & PALMA, PL.
4. The "Other Organization" is a professional limited liability company organized under the laws of Florida.
5. The above referenced Florida Partnership has converted into an "Other Organization" in compliance with Florida Statutes Chapter 620, and the conversion complies with the applicable laws governing the "Other Organization."
6. The plan of conversion was approved by the converting Florida Partnership in accordance with Florida Statutes Chapter 620, and as required by the governing law of the "Other Organization."
7. This conversion was effective under the laws governing the "Other Organization" on October 23, 2007.
8. The initial street address of the principal office and mailing address is 701 SW 27th Avenue, Suite 900, Miami, Florida 33135, or as otherwise provided by the Operating Agreement.

Signed this 18th day of October, 2007.



Juan G. Andreu, Managing Member

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**ARTICLES OF ORGANIZATION
OF
LAW OFFICES OF ANDREU & PALMA, P.L.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
NAME**

The name of the Professional Limited Liability Company is LAW OFFICES OF ANDREU & PALMA, P.L.

**ARTICLE II
ADDRESS**

The initial street address of the principal office and mailing address is 701 SW 27th Avenue, Suite 900, Miami, Florida 33135, or as otherwise provided by the Operating Agreement.

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ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the initial registered agent are:

Juan G. Andreu, Esq.
701 SW 27th Avenue, Suite 900
Miami, Florida 33135

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members and is therefore a member-managed company. The names and addresses of the initial members are:

Juan G. Andreu
701 SW 27th Avenue, Suite 900
Miami, Florida 33135

Jorge L. Palma
701 SW 27th Avenue, Suite 900
Miami, Florida 33135

Charles William Cadrecha, II
701 SW 27th Avenue, Suite 900
Miami, Florida 33135

ARTICLE V
PURPOSE

The purpose of the Limited Liability Company is to engage in the practice of providing legal services in the State of Florida and any other jurisdiction where any of the Members may lawfully practice law and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

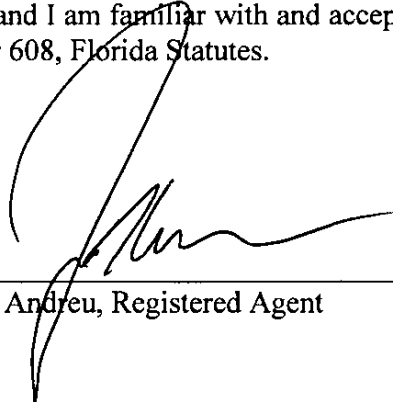
IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 18th day of October, 2007.



Juan G. Andreu, Managing Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for LAW OFFICES OF ANDREU & PALMA, P.L. at the place designated in Article III above. 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 under Chapter 608, Florida Statutes.



Juan G. Andreu, Registered Agent

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TALLAHASSEE, FLORIDA