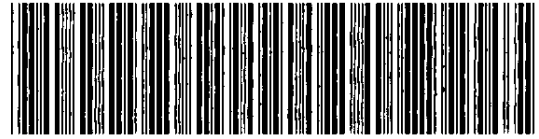


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(Requestor's Name)

(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:

A. LUNT

JUN 09 2008

EXAMINER
PO 1/16/08

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TALLAHASSEE, FLORIDA

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LARREA & ORTEGA
ATTORNEYS AT LAW

June 5, 2008

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: PAN AMERICAN MANAGEMENT, LLC.

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TALLAHASSEE, FLORIDA
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To Whom It May Concern:

Enclosed please find a Certificate of Conversion and subsequent Articles of Organization for the above named entity. I have also enclosed check No. 000901 in the amount of \$150.00 for filing fees (\$25.00 for Certificate of Conversions and \$125.00 for Articles of Organization) associated with such.

Thank you and please do not hesitate to contact me if you have any questions or concerns.

Sincerely,

LARREA & ORTEGA



Melissa Madrigal
Legal Assistant

MM/mbs

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PAN AMERICAN MANAGEMENT, LLC.

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

AILEEN ORTEGA, ESQ.

(Contact Person)

LARREA & ORTEGA

(Firm/Company)

150 ALHAMBRA CIRCLE, SUITE 950

(Address)

CORAL GABLES, FL 33134

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

AILEEN ORTEGA

(Name of Contact Person)

at (305) 476-8701

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
PAN AMERICAN MANAGEMENT, INC.

(Enter Name of Other Business Entity)

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

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

on JULY 25, 2007

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached **Articles of Organization**:

PAN AMERICAN MANAGEMENT, LLC.

(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE FLORIDA

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5. If not effective on the date of filing, enter the effective date: _____.
(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 Articles of Organization, if an effective date is listed therein.)

Signed this 30th day of MAY 2008.

Signature of Authorized Person: _____



Printed Name: MONICA CANTERA-SERRALTA Title: DIRECTOR

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PAN AMERICAN MANAGEMENT, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is **PAN AMERICAN MANAGEMENT, LLC**.
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2051.
3. Mailing Address and Street Address. The Company's mailing and street address is: **150 Alhambra Circle, Suite 925, Coral Gables, Florida 33134**.
4. Registered Agent and Office. The name of the initial registered agent of the Company is **LARREA & ORTEGA**. The street address of the initial registered agent of the Company is **150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134**.
5. Additional Members. Additional members to the Company may be admitted, but subject to the terms and conditions of the Operating Agreement for the Company.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is vested in a Managing Member elected by the members. The following will be the initial Managing Member:

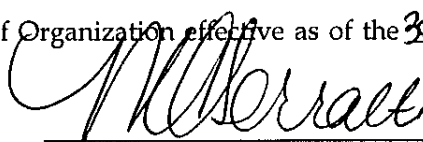
Name and Address:

Monica L. Cantera-Serralta

150 Alhambra Circle, Suite 925
Coral Gables, Florida 33134

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 30th day of May, 2008.



Monica L. Cantera-Serralta

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PAN AMERICAN MANAGEMENT, LLC

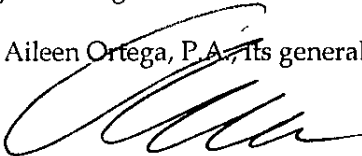
2. The name and address of the registered agent and office is:

**LARREA & ORTEGA
150 Alhambra Circle, Suite 950
Coral Gables, Florida 33134**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

LARREA & ORTEGA, a general partnership
Registered Agent

By: Aileen Ortega, P.A., Its general partner



Aileen Ortega, President

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