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M. THOMAS

FEB 16 2009

EXAMINER



GUNSTER

ATTORNEYS AT LAW

Our File Number: 30792.00001
Writer's Direct Dial Number: 305.376.4181
Writer's E-Mail Address: LCambo@gunster.com

February 11, 2009

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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09 FEB 12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Re: P.G.R. Enterprises, LLC

Dear Sir/Madam:

Enclosed please find a Certificate of Conversion and Articles of Organization with respect to the conversion of P.G.R. Enterprises, Inc., a Florida corporation into P.G.R. Enterprises, LLC, a Florida Limited Liability Company. We are also enclosing our check number 161837 in the amount of \$150.00 payable to the Florida Department of State representing your filing fees for the Certificate of Conversion and Articles of Organization.

Thank you in advance for your kind and prompt attention to this matter. Needless to say, should you have any questions or require anything further, please do not hesitate to contact the undersigned at 305.376.4181.

Very truly yours,


Lourdes C. Cambo
Corporate Paralegal

LCC
Enclosures

MIAMI 465549.1

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: P.G.R. Enterprises, Inc. *pg3 - 61259*

(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 August 30, 1993.
(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:

N/A

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

P.G.R. Enterprises, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: upon filing.
(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.)

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Signed this 10th day of February 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Kevin M. Levy, Esq. Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Pietro Romanelli Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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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**ARTICLES OF ORGANIZATION
OF
P.G.R. ENTERPRISES, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is P.G.R. ENTERPRISES, LLC (the "Company").

Article II
Duration

These Articles of Organization are being filed in connection with and simultaneous with the Certificate of Conversion of P.G.R. Enterprises, Inc., a Florida corporation, which was originally organized under Florida law on August 30, 1993. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, P.G.R. Enterprises, Inc., a Florida corporation, has been converted on the date hereof into a Florida limited liability company under the name of P.G.R. ENTERPRISES, LLC (the "Conversion"). The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

THIS INSTRUMENT PREPARED BY:

Kevin M. Levy, Esq.
Gunster, Yoakley & Stewart, P.A.
2 South Biscayne Blvd., Suite 3400
Miami, Florida 33131
Tel: (305) 376-6094
Florida Bar No.: 61816

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is GY Corporate Services, Inc.

Article V
Management

The Company shall be manager-managed in accordance with the Operating Agreement. The initial managers of the Company are:

Pietro Romanelli
9350 N.W. 58th Street
Doral, Florida 33178

Elena F. Romanelli
9350 N.W. 58th Street
Doral, Florida 33178

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Article VI
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a Membership Interest certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person, except as provided for in the Company's Operating Agreement.

Article VII
Indemnification

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

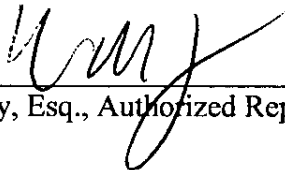
A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII
Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles effective as of the 10th day of February, 2009.



Kevin M. Levy, Esq., Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY CORPORATE SERVICES, INC.

By: _____

Mark J. Scheer, President

Dated: Effective February 10, 2009.

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