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T. HAMPTON

JAN 12 2010

EXAMINER



Chandler R. Finley, Esq.*
Stefania Bologna, Esq.*

Admitted To Practice: Florida Bar ♦ US Federal Court for the Southern District of Florida*
Member of American Immigration Lawyers Association* ♦ American Bar Association*
National Italian American Bar Association ♦ International Bar Association*

January 5, 2010

Via Express Mail

Registration Section
Division of Corporations
Clifton Blvd.
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Conversion

Dear Sir or Madam:

Enclosed herewith please find the following documents in order to file the conversion from AT&F, INC. to AT&F, LLC:

1. Certificate of Conversion
2. Articles of Organization (original and additional copy)
3. Our firm's check in the total amount of \$185.00 representing the filing fees, certified copy, and certificate of status.


Please mail the certified copy and certificate of status to:

Stefania Bologna, Esq.
FINLEY & BOLOGNA INTERNATIONAL
150 S.E. 2nd Avenue, Suite #1010
Miami, Florida 33131

Should you have any questions or require additional information please do not hesitate to contact our office.

Sincerely,

FINLEY & BOLOGNA INTERNATIONAL


Sofia Smith, Paralegal

REPLY TO: Americas Center
150 S.E. 2nd Avenue Suite 1010
Miami, FL 33131
Ph 305-379-7676
Fax 305-379-2321

Mellon United National Bank Bldg.
1645 Palm Beach Lakes Blvd. Suite 460
West Palm Beach, FL 33401
Ph 561-478-9930
Fax 561-478-9945
FinleyBologna@fbl.com

Atrium Financial Center
1515 N. Federal Hwy. Suite 300
Boca Raton, FL 33432
Ph 561-478-9930
Fax 561-478-9945

Certificate of Conversion
For
"AT&F, INC. "
(a Florida corporation)
Into
AT&F, LLC
(a Florida limited liability company)

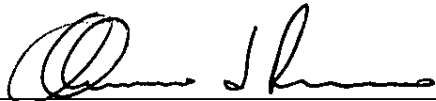
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following corporation into a Florida Limited Liability Company in accordance with s. 608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is:

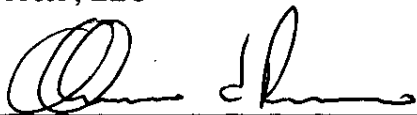
AT&F, INC.
2. AT&F, INC. is a corporation, first organized, formed or incorporated under the laws of Florida on June 5, 2009.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

AT&F, LLC
4. The date of filing is: December 21st, 2009

Signed this 21st day of December, 2009



Claudio Di Persia, Incorporator for
AT&F, LLC



Claudio Di Persia, Director for
AT&F, INC.

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10 JAN 11 AM 10:36

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
AT&F, LLC

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the Limited Liability Company is AT&F, LLC

ARTICLE II – ADDRESS

The mailing address of the Limited Liability Company is 150 SE 2nd Avenue, Suite 1010, Miami, Florida 33131, and street address of the principal place of business is 5151 Collins Avenue, Suite #CU224, Miami Beach, Florida 33140.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of AT&F, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI – CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

ARTICLE VII – MANAGEMENT

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial manager will serve until the first annual meeting of the members. The name and address of the initial manager of the Company is:

Claudio Di Persia

5151 Collins Avenue
Unit #CU 224
Miami Beach, Florida 33140

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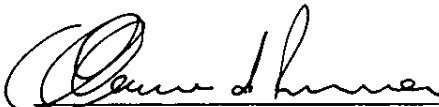
ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is: 150 SE 2nd Avenue, Suite 1010, Miami, Florida 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

ARTICLE IX – INDEMNIFICATION

This company shall indemnify any and all of its members, managers, directors, officers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21 day of December, 2009.


Claudio Di Persia, Organizer

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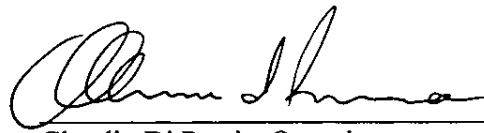
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company is AT&F, LLC .
2. The name and address of the registered agent is as follows:

Stefania Bologna, Esq.
150 SE 2nd Avenue
Suite 1010
Miami, FL 33131

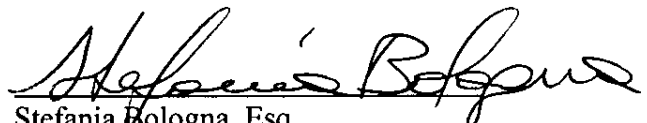
Dated: 12/21/09



Claudio Di Persia, Organizer

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.

Dated: 12/21/09



Stefania Bologna, Esq.
Registered Agent

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