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PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

3/15  
~~3/14~~

WPB-14973 JB



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 569072 7525808
AUTHORIZATION : [Signature]
COST LIMIT : \$105.00

ORDER DATE : March 13, 2013
ORDER TIME : 3:20 PM
ORDER NO. : 569072-025
CUSTOMER NO: 7525808

DOMESTIC AMENDMENT FILING

NAME: MT LATIN AMERICA, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
RESTATED ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:



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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 14, 2013

CORPORATION SERVICE COMPANY

SUBJECT: MT LATIN AMERICA, INC.  
Ref. Number: W13000014973

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for MT LATIN AMERICA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 213A00006038

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: MT Latin America, LLC. **L120000038153**
2. The "Other Business Entity" is a Limited Liability Company first organized under the laws of the State of Florida on March 19, 2012.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

**MT Latin America, Inc.**

SIGNED this 12 day of March, 2013.

MT LATIN AMERICA, INC.

By: 

Printed Name: Coralee G. Penabad  
Title: President

MT LATIN AMERICA, LLC

By: 

Printed Name: Coralee G. Penabad  
Title: Manager

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**MT LATIN AMERICA, INC.**

*(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))*

**ARTICLE I - NAME**

The name of the corporation shall be: MT Latin America, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address is:

235 Altara Avenue  
Coral Gables, Florida 33146

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to perform any and all lawful business.

**ARTICLE IV - SHARES**

The Corporation is authorized to distribute 100 shares of stock, par value \$1.00 per share.

**ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS**

The name and address of the initial Officer is:

Coralee G. Penabad, President  
235 Altara Avenue  
Coral Gables, Florida 33146

**ARTICLE VI - REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Andrew Hellinger, Esq.  
235 Altara Avenue  
Coral Gables, Florida 33146

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Coralee G. Penabad  
235 Altara Avenue  
Coral Gables, Florida 33146

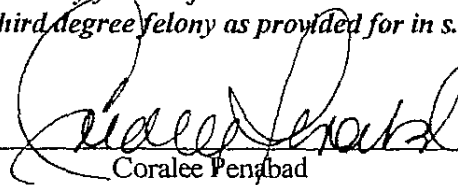
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Andrew B. Hellinger, Registered Agent

3/12/2013  
\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.81 7.155, F.S.*

  
\_\_\_\_\_  
Coralee Penabad

3/12/13  
\_\_\_\_\_  
Date

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