

LO5000047773

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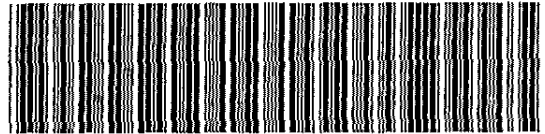
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
5/9/05

RECEIVED  
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05 MAY 13 PM 12:21 05 MAY 13 PM 3:16  
DEPT. OF STATE SECRETARY OF STATE  
DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

EFFECTIVE DATE  
5/9/05

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. AMERICAN CONVERSIONS & DEVELOPMENT  
(Corporation Name) (Document #)

2. GROUP, LLC  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit

☐ Not for Profit

☒ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION**  
**OF**  
**AMERICAN CONVERSIONS & DEVELOPMENT GROUP, LLC**

**EFFECTIVE DATE**  
5/9/05

**FILED**  
05 MAY 13 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**  
**NAME**

The name of this Florida limited liability company is AMERICAN CONVERSIONS & DEVELOPMENT GROUP, LLC.

**Article II**  
**PRINCIPAL PLACE OF BUSINESS**

The initial street address of the company's principal place of business and the mailing address of the company is P.O. Box 491345, Key Biscayne, FL 33149

**Article III**  
**REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Company is Hector Hernandez, Esq. The street address of the Company's registered office in the State of Florida is 2850 Douglass Road, Penthouse Suite, Coral Gables, Florida 33134.

**Article IV**  
**NO MEMBER LIABILITY**

The private property of the member's shall not be subject to payment of the corporate debts in any event.

**Article V**  
**TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Article VI  
INITIAL MEMBERS**

The initial members of the company are:

ALFONSO MARTINEZ  
P.O. Box 491345  
Key Biscayne, FL 33149

ERNESTO BUSTAMANTE  
P.O. Box 491345  
Key Biscayne, FL 33149

PABLO BARBACHANO  
P.O. Box 491345  
Key Biscayne, FL 33149

GUILLERMO SANCLEMENTE  
P.O. Box 491345  
Key Biscayne, FL 33149

BRANPHER GROUP, INC.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

GALLARDO CONVERSION CORP.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

**Article VII  
MANAGEMENT**

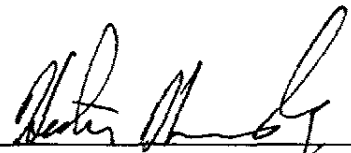
The name and address of the manager is:

ALFONSO MARTINEZ  
P.O. Box 491345  
Key Biscayne, FL 33149

**Article VII  
COMPANY EXISTENCE**

The company's existence shall begin effective as of May 9, 2005.

The undersigned authorized agent executed these Articles of Organization on May 9, 2005.

  
\_\_\_\_\_  
Hector Hernandez, Esq.

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

1. The name and address of the Company is:

**AMERICAN CONVERSIONS & DEVELOPMENT GROUP, LLC**  
P.O. Box 491345  
Key Biscayne, FL 33149

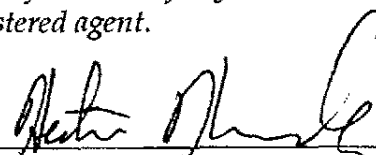
2. The name and address of the registered agent and office is:

Hector Hernandez, Esq.  
2850 Douglas Road, Penthouse Suite  
Coral Gables, FL 33134

**ACKNOWLEDGMENT**

*Having been named as registered agent and to accept service of process for the above stated 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 am familiar with and accept the obligations of my position as registered agent.*

Dated this 9th day of May, 2005.

  
\_\_\_\_\_  
Hector Hernandez, Esq.  
Registered Agent's Signature