

L060000 23760

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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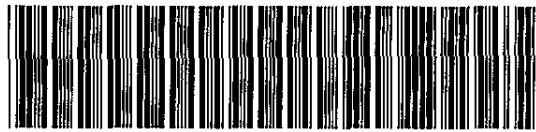
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
2006 MAR -6 PM 12:00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2006

PEDRO J. MALARET, ESQ.
MARLIN LAW FIRM, PLC
732 N. THORNTON AVE.
ORLANDO, FL 32803

SUBJECT: PANAMERICANA DISTRIBUTIONS, INC.
Ref. Number: W06000002383

We have received your document for PANAMERICANA DISTRIBUTIONS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 406A00003493

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PANAMERICANA DISTRIBUTIONS, 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:

PEDRO J. MALARET, ESQUIRE

(Contact Person)

MALARET LAW FIRM, PLC

(Firm/Company)

732 N. THORNTON AVENUE

(Address)

ORLANDO, FL 32803

(City, State and Zip Code)

For further information concerning this matter, please call:

PEDRO J. MALARET, ESQUIRE at (407) 898-8758

(Name of Contact Person)

(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

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DIVISION OF CORPORATIONS
2006 MAR -6 PM 12:01

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:

PANAMERICANA DISTRIBUTIONS, INC.

(Enter Name of Other Business Entity)

POS 000154726

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 **11/22/2005**

(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**:

PANAMERICANA DISTRIBUTIONS, LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: 11/22/2005.
(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 28 day of February 2006.

Signature of Authorized Person: JULIETA TOVAR

Printed Name: Julieta Tovar M Title: PRESIDENT

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
PANAMERICANA DISTRIBUTIONS, LLC.

a Florida Limited Liability Company

ARTICLE I Name:

The name of this limited liability company is PANAMERICANA DISTRIBUTIONS, LLC.

ARTICLE II Period of Duration:

The limited liability company's period of duration shall be perpetual, commencing on the date of filing of these Articles of Organization.

ARTICLE III Registered Agent:

The initial registered office of the Limited Liability Company shall be 732 N. Thornton Avenue, Orlando, FL 32803, and the name of the initial registered agent of the Limited Liability Company shall be Pedro J. Malaret, Esquire.

ARTICLE IV Principal & Mailing Address:

The principal and mailing address of the Limited Liability Company shall be 2754 Michigan Avenue, Suite #6, Kissimmee, FL 34744.

ARTICLE V Admission of Additional Member(s):

The Member(s) may admit new Member(s) in accordance with the Operating Agreement for the company.

ARTICLE VI B Member(s) Rights to Continue Business:

The right, if given, of the remaining member(s) of the limited liability company 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 limited liability company shall be by unanimous written consent of all remaining member(s) or under a right to continue stated in the Operating Agreement of the company.

ARTICLE VII Limitation on Agency Authority of Members:

No member of the Company shall be an agent of the Company solely by virtue of being a member, and member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

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ARTICLE VIII - Business Purpose and Powers:

The purpose of the limited liability company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with '608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with '608.404, Fla. Stat. From time to time the Member(s) may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulations.

ARTICLE IX - Management:

Unless otherwise stated in the Operating Agreement for the company, the management of the limited liability company's business and affairs shall be vested in the member(s).

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 23 day of December, 2005.

JULIETA TOVAR
JULIETA TOVAR

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAR -6 PM 12:01

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
PANAMERICANA DISTRIBUTIONS, LLC.

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of PANAMERICANA DISTRIBUTIONS, LLC.


Pedro J. Malaret, Registered Agent