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June 30, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Fontanella Developments, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X Conversion

**CERTIFICATE OF CONVERSION
FOR "OTHER BUSINESS ENTITY" INTO
FLORIDA LIMITED LIABILITY COMPANY**

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2006 JUN 30 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 F.S. 608.439:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: FONTANELLA DEVELOPMENTS LIMITED.
2. The "Other Business Entity" is a foreign partnership, first organized under the laws of the British Virgin Islands on November 11, 2004.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: FONTANELLA DEVELOPMENTS, LLC.

Signed this 12^m day of June, 2006.



LESBIA PORTILLO, Authorized Signatory

ARTICLES OF ORGANIZATION OF
FONTANELLA DEVELOPMENTS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company shall be FONTANELLA DEVELOPMENTS, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 5401 N.W. 105th Ct. Miami, FL 33178, and such other place or places as the members from time to time may determine. The mailing address of the Company is 5401 N.W. 105th Ct. Miami, FL 33178.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the manager who will serve as manager until the first annual meeting of members or until his successors are selected and qualified in accordance with the Operating Agreement or applicable law is:

Lesbia Portillo
5401 N.W. 105th Ct
Miami, FL 33178

Oswaldo Portillo
5401 N.W. 105th Ct
Miami, FL 33178

Erika Portillo
5401 N.W. 105th Ct
Miami, FL 33178

ARTICLE V
PURPOSE OF THE COMPANY

This Limited Liability Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 12 day of June, 2006, effective upon filing same with the Florida Department of State.

FONTANELLA DEVELOPMENTS, LLC

BY:



LESBIA PORTILLO, Authorized
Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

FONTANELLA DEVELOPMENTS, LLC

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

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 

JOSE L. NINEL Vice President

Date: June 22, 2006