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(Business Entity Name)

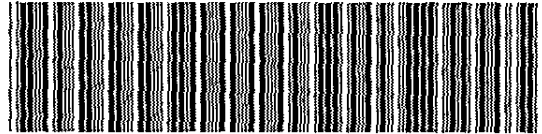
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2006 JUL -6 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*Bucks: are we getting. Have a great
4th of July.
07/01/06*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2006

AGUSTIN DE GOYTISOLO
1550 MADRUGA AVENUE, SUITE 403
CORAL GABLES, FL 33146-3019

SUBJECT: MPH GROUP, LLC
Ref. Number: L05000021627

2006 JUL -6 PM 12:21
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. De Goytisolo,

Thank you for your letter and your filings.

We have RETAINED the \$55.00 payment that you sent with the Amended and Restated Articles for MPH GROUP LLC.

As discussed, you will need to please add an R.A. acceptance statement and signature to these Articles.

Also, since the 2006 Annual Report for MPH GROUP LLC was already filed, I am returning that A.R., and the A.R. for ARPHA GROUP LLC and the check for \$100.00.

As discussed, you will please return only the A.R. for ARPHA GROUP LLC, and a check for only \$50.00.

Also, thanks for sending me your resume. Since our first discussion, I've been reading about some of your accomplishments and honors on the Internet, and I always wish we had more time to talk.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 606A00042385

AGUSTIN DE GOYTISOLO, P.A.

ATTORNEY AT LAW & CIVIL LAW NOTARY

1550 MADRUGA AVENUE, SUITE 403
CORAL GABLES, FLORIDA 33146-3019

TELEFAX
305.668.9959

RESIDENCE:
600 BILTMORE WAY, APT. 1205
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.668.9799
E-MAIL esdeley@bellsouth.net

June 27, 2006

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2006 JUL -6 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Personal & Confidential
Attention: Mr. Buck Kohl
Post Office Box 6327
Tallahassee FL 32314

Re: 1) **GUETARIA INVESTMENTS INC.**, filing of its 2006 Annual Report and its Articles of conversion to a Florida limited liability company to be know hereinafter as **GUETARIA INVESTMENTS LLC**; and
2) **GOYTISOLO MEDIA GROUP INC.**, its dissolution as of June 30th.

Dear Buck:

Following our conversation yesterday and my subsequent discussions with the shareholders of subject Florida corporation, by these presents I include the following:

1. **GUETARIA INVESTMENTS INC.**'s 2006 Annual Report and our check in the amount of \$ 150.00 coverings its filing fees; provided, however, that we beg that the Department abate the penalty it may have levied for the late filing of this Annual Report in consideration that due to the departure of the accountant of this Florida corporation on or about the due date for its filing, our client did not find such Report until it was faxes to us yesterday by the Department; and
2. **GUETARIA INVESTMENTS LLC**'S two counterparts of the Articles of Conversion of this Florida corporation into a limited liability company as authorized under § 608.439 Fla. Stat., appreciating that once such Articles

Division of Corporations
June 27, 2006
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TALLAHASSEE, FLORIDA

are filed you return to us a certified copy thereof. In its regard, enclosed is our check for \$75.00 covering:

- a) The filing fees of these Articles of Conversion following § 608.452(9);
- b) Filing a certificate designating the undersigned as registered agent of the Company under § 608.452(6); and
- c) For furnishing a certified copy of the attached Articles of Conversion.

3. **GOYTISOLO MEDIA GROUP INC.**, its certificate of dissolution for filing amongst the records of the Department together with our check in the amount of \$35.00 as prescribed by § 607.0122(11) Fla. Stat.

Also included is an envelope duly stamped for the return to us of such certified copy of the attached Articles of Conversion.

Appreciating very much your cooperation and suggestions, do not hesitate to call me if in doubt and I remain

Sincerely yours in Xto.


Agustín de Goytisolo

Enc. (6)

P.S. Although I have in my computer's "memory" the 2005 version of the Florida Statutes, I have misplaced the instructions for its using. Is it possible that you may direct me to the office whence I can get a copy of such instructions?

FAX

To: Attention: Mr. Buck Kohr
Company: Florida Dept. of State, Division of Corporations
Location: Tallahassee FL 32399
Fax Number: 850.245.6030

From: Agustín de Goytisolo, P.A., Esq.,
1550 Madruga Avenue, Coral Gables, Florida 33146-3019
Tel: 305.668.9799 - Fax: 305.668.9959
e-mail: esdeley@bellsouth.net

Re: GUETARIA INVESTMENTS INC.: filing its Certificate of Conversion to a
limited liability company to be known hereinafter as GUETARIA
INVESTMENTS LLC.

Date: July 6, 2006

No of pages including this cover: FOUR (4)
**If any of the pages of this fax are not legible or you do not
receive all of its pages please contact us.**

The information contained in this transmission may be ATTORNEY PRIVILEGED AND CONFIDENTIAL. It is intended for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication may be strictly prohibited by law. If you have received this communication in error please notify us immediately by telephone collect and return the original message to the above address via the U.S. Postal Service. We will reimburse you for your postage. Thank you.

Dear Buck:

Following your telephone call and the format you subsequently sent for the above Certificate of Conversion, enclosed is my adaptation of such form seeking to comply with your requirements, that I am confident you may find satisfactory and, accordingly, it be filed amongst the records of your Department.

Do not hesitate to call me, if in doubt.

With the best personal regards and appreciating very much your insight and assistance,
I remain sincerely yours in Xto.


Agustín de Goytisolo

Enc. (1)

P.S. Hope that Tallahassee is less rainy than Miami!

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2006 JUL -6 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of ConversionFor
"Other Business Entity"

Into

Florida Limited Liability Company2006 JUL -6 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

GUETARIA INVESTMENTS INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a

GUETARIA INVESTMENTS LLC

(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

(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:

GUETARIA INVESTMENTS LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:
(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 30th day of June 2006.

Signature of Authorized Person: _____

Printed Name: AGUSTIN de GONZALEZ Title: REGISTERED AGENT
+ SECRETARY

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)

**CERTIFICATE OF CONVERSION OF
GUETARIA INVESTMENTS INC, A FLORIDA CORPORATION, INTO A
FLORIDA LIMITED LIABILITY COMPANY NAMED
GUETARIA INVESTMENTS LLC**

FILED
2006 JUL -6 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert GUETARIA INVESTMENTS INC., a Florida corporation for-profit, into a Florida Limited Liability Company in accordance with § 608.439, Florida Statutes.

WHEREAS, the name, immediately prior to this filing of this Certificate of Conversion of the Florida corporation for-profit herein as Guetaria Investmens Inc., as organized under Articles of Incorporation filed with Florida's Department of State on April 20, A.D. 2005 and assigned number P05000060260;

WHEREAS, such Florida corporation for-profit, to be named hereinafter Guetaria Investmens LLC, is hereinafter a Limited Liability Company organized under § 608, Florida Statutes and, as such, shall use this name;

WHEREAS, the shareholders of Guetaria Investmens Inc. at a special meeting held in Miami-Dade County, Florida, on June 27th, A.D. 2006, being present or duly represented all its shareholders, by unanimous action adopted a resolution to convert their Florida corporation into a Florida limited liability company as authorized in Section 608.439 Fla. Stat. and, accordingly, by these presents such shareholders, acting now as member-managers, adopt the following Articles of Organization that, upon the recording of these Articles of Conversion, shall govern this Florida Limited Liability Company;

NOW THEREFORE, these Articles of Organization are filed to govern this Florida Limited Liability Company:

**ARTICLES OF ORGANIZATION OF
GUETARIA INVESTMENTS LLC**

ARTICLE I
Name

The name of the limited liability company is **GUETARIA INVESTMENTS LLC**, sometimes hereinafter referred as the "Company".

This instrument prepared by:
Agustin de Goytisolo, Esq.
1550 Madruga Avenue, Coral Gables FL 33146.3019
Direct: Tel: 305.668.9799, Fax: 305.668.9959 & e-mail: esdeley@bellsouth.net

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is at 4620 SW 74th. Avenue, Miami FL 33155.

ARTICLE III
Registered Office and Agent

The registered office of this Company is now at 1550 Madruga Avenue, Ste 403 , Coral Gables FL 33146.3019, and the name of the registered agent of this Company at that address is Agustín de Goytisolo, who by executing these presents accepts his designation as the registered agent of the Company.

ARTICLE IV
Duration and Effective Date

The period of this Company's duration is perpetual and it commenced on April 20th, A.D. 2005, when the articles of incorporation of this Company, prior to its conversion into a limited liability company, were filed with Florida's Department of State (its "Effective Date").

ARTICLE V
Purpose

The Company is authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

ARTICLE VI
Management of Company

The business of the Company shall be manager-managed. The initial managers shall hold the office and have the responsibility accorded to them by the members and set out in the Company's Operating Agreement. The name and address of the member/managers are:

Alejandro Muguerza
4004 San Amaro Drive
Coral Gables FL 33146,

James Mozina
4004 San Amaro Drive
Coral Gables FL 33146, and

Ian Michael Perris
2 Granary Orchard
Trent, Sherborne
DT9-4T

IN WITNESS WHEREOF, the undersigned Agustín de Goytisolo, being an Assistant General Manager and the Secretary of this converted Company, has hereunto set his hand and seal in Miami-Dade County, Florida, this twenty-seventh (27th.) day of the month of June, A.D. 2006.



AGUSTIN DE GOYTISOLO
Assistant General Manager & Secretary

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