

LU7000014138

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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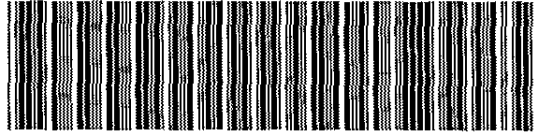
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 FEB -6 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGUSTIN DE GOYTISOLO, P.A.
ATTORNEY AT LAW & CIVIL LAW NOTARY

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

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February 2, 2007

Florida Department of State
Division of Corporations
Att. Buck Kohr
PERSONAL & CONFIDENTIAL
409 East Gaines Street
Tallahassee, Florida 32399

FILED
07 FEB - 6 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **GOYTISOLO MARKETING GROUP LLC.**, filing of Certificate of Conversion from a of Florida corporation formerly known as Goytisoló Media Group Inc. to a Florida Limited Liability Company and changing its name as herein above indicated.

Dear Fred:

For filing amongst your records, enclosed please find two (2) executed originals of the Articles of Organization of the above named company together with its Certificate of Conversion, which company was originally a Florida corporation and is converted to a Florida limited liability company with a new name, appreciating that once such Articles are filed, you send proof of its filing in the attached self-stamped envelope at your earliest opportunity.

Also enclosed is our check payable to the Department of State in the amount of \$180.00 to cover the following fees:

Certificate of Conversion	\$25.00
Fees for Florida Articles of Organization	125.00, and
Certified Copy	<u>30.00</u>
Total	<u>\$180.00</u>

Do not hesitate to call me, if in doubt. Sincerely yours,


Agustin de Goytisoló

Enc. (3)

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Certificate of Conversion

For

"Other Business Entity"

Into

Florida Limited Liability Company

FILED
07 FEB -6 PM 12:58
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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Goytisol Media Group Inc.

(Enter Name of Other Business Entity)

P03000014225

2. The "Other Business Entity" is a Florida 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 January 30, 2003.
(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: N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: GOYTISOLO MARKETING CROUT 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 29th day of December 20 06.

Signature of Authorized Person: _____

Josie G. de Coytiso

Printed Name: Josie G. de Coytiso Title: Member-Manager

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
GOYTISOLO MEDIA GROUP INC., A FLORIDA CORPORATION, INTO A
FLORIDA LIMITED LIABILITY COMPANY NAMED
GOYTISOLO MARKETING GROUP LLC**

FILED
07 FEB -6 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert GOYTISOLO MEDIA GROUP 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 GOYTISOLO MEDIA GROUP INC., as organized under Articles of Incorporation filed with Florida's Department of State on January 30, A.D. 2003 and assigned number P03000014225;

WHEREAS, such Florida corporation for-profit, to be named herein before GOYTISOLO MEDIA GROUP INC., is hereinafter a Limited Liability Company organized under § 608, Florida Statutes and, as such, shall use the name of GOYTISOLO MARKETING GROUP LLC;

WHEREAS, the shareholders of GOYTISOLO MEDIA GROUP INC., at a special meeting held in Miami-Dade County, Florida, last December 29th, A.D. 2006, being present or duly represented all its shareholders, by unanimous action adopted a resolution to change its name and 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
GOYTISOLO MARKETING GROUP LLC**

ARTICLE I
Name

The name of the limited liability company is **GOYTISOLO MARKETING GROUP LLC**, sometimes hereinafter referred as the "Company".

This instrument prepared by:
Agustín 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 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019.

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, Esq., 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 January 30th, A.D. 2003, 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:

Josie G. de Goytisolo
a/k/a Josie Goytisolo
600 Bilmore Way, # 120
Coral Gables FL 33134.7534; and

Agustín de Goytisolo
600 Bilmore Way, # 1205
Coral Gables FL 33134.7534 5

IN WITNESS WHEREOF, the undersigned Josie G. de Goytisolo and Agustín de Goytisolo, being Member- Managers of this converted Company, have hereunto set their hand and seal in Miami-Dade County, Florida, this twenty-ninth (29th.) day of the month of December, A.D. 2006.



JOSIE G. DE GOYTISOLO
Member-Manager



AGUSTIN DE GOYTISOLO
Member-Manager

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