

L07000031369

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TALLAHASSEE, FLORIDA

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LU7000031369

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

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July 6, 2006

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

FILED
07 MAR 22 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Barriefied Incorporated, a Florida corporation for profit, its
conversion to a Florida limited liability company.


Dear Buck:

Enclosed are your Form therefor duly executed as well as two (2) counterpart of the Certificate of Conversion of subject Florida corporation to a Florida limited liability company to be hereinafter named **Barriefield LLC Inc.**, all executed by the undersigned its Secretary.

This is to appreciate that once these Certificate are filed you return to me a certified copy thereof, enclosing herewith also (1) my check in the amount of \$180.00 covering the fees of your Office regarding the filling of such Certificates and those for the issuance and delivery to us of a Certified Copy thereof. as well as (2) a self-addressed and stamped envelope.

Do not hesitate to call me if in doubt or if additional fees are due, which I will gladly remit.

With best wishes to you in Easter, I remain, sincerely yours in Xto.


Agustín de Goytisolo

Enc. (4)

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Limited Liability Company

FILED
07 MAR 22 AM 10:55
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:

BARRIEFIELD INCORPORATED

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a NYA 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

(Enter state, or if a non-U.S. entity, the name of the country)

on

APRIL 15, 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:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

BARRIEFIELD LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: N/A
(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 19 day of MARCH 2007.

Signature of Authorized Person: 

Printed Name: Agustín de Goytuno Title: 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
BARRIEFIELD INCORPORATED., A FLORIDA CORPORATION, INTO A
FLORIDA LIMITED LIABILITY COMPANY NAMED
BARRIEFIELD LLC**

FILED
07 MAR 22 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert BARRIEFIELD INCORPORATED., 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 BARRIEFIELD INCORPORATED., as organized under Articles of Incorporation filed with Florida's Department of State on April 15, A.D. 2003 and assigned number P03000043605;

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

WHEREAS, the shareholders of BARRIEFIELD INCORPORATED.. at a special meeting held in Miami-Dade County, Florida, on March 19th., A.D. 2007, 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
BARRIEFIELD LLC**

ARTICLE I
Name

The name of the limited liability company is **BARRIEFIELD 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 April 15th, 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:

ANDRES NANNETTI, 995 Matadero Avenue, Palo Alto CA 94306
NICOLAS F. NANNETTI, 1100- Paper Mill Court NW, Washington DC 2007, and
WEISSPORT FINANCE S.A., Calle 53, 2o piso, Marbella, Panama, Rep. Panama

IN WITNESS WHEREOF, the undersigned Agustín de Goytisolo, being an Assistant Managers, with the title of Secretary of this converted Company, have hereunto set

their hand and seal in Miami-Dade County, Florida, this nineteenth (19th.) day of the month of March, A.D. 2007.



AGUSTIN DE GOYTISOLO
Assistant Manager and
Secretary

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