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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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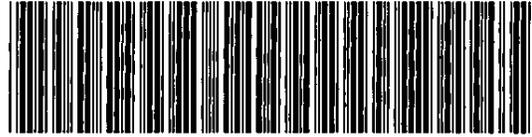
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE FLORIDA

JAN - 7 2008

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Miami D.G.F. Enterprises, Inc.  
(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:

Marian Ancheta, Esq.  
(Contact Person)

Avila Rodriguez Hernandez Mena & Ferri LLP  
(Firm/Company)

2525 Ponce de Leon Blvd., Penthouse 1225  
(Address)

Coral Gables, FL 33134-6049  
(City, State and Zip Code)

For further information concerning this matter, please call:

Marian Ancheta, Esq. at ( 305 ) 779-3564  
(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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**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:

Miami D.G.F. Enterprises, Inc. P-55017

(Enter Name of Other Business Entity)

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 May 30, 2000.  
(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**:

Miami D.G.F. Enterprises, 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 28 day of December 2007.

Signature of Authorized Person: 

Printed Name: Jorge Diego Gomez Title: Director

**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)

**ARTICLES OF ORGANIZATION  
OF  
MIAMI D.G.F. ENTERPRISES, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is MIAMI D.G.F. ENTERPRISES, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

14829 SW 125<sup>th</sup> PL  
Miami, FL 33186

The mailing address of the Company is:

2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, FL 33134

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating

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Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The name and address of the initial Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Jorge Diego Gómez Cra. 13 # 93-12, Oficina #203 Bogota, Colombia

#### **ARTICLE VI** **DURATION AND CONTINUATION**

The period of the Company's duration shall commence on January 1, 2008, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest.

#### **ARTICLE VII** **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE VIII** **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 28<sup>th</sup> day of December, 2007.



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Jorge Diego Gómez, Duly Authorized  
Representative of a Member

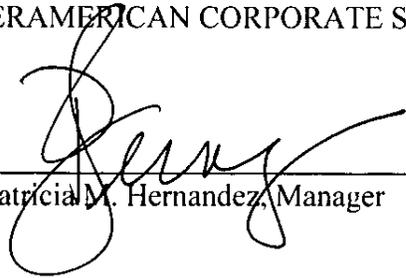
**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for MIAMI D.G.F. ENTERPRISES, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 28<sup>th</sup> day of December, 2007.

INTERAMERICAN CORPORATE SERVICES LLC

By: \_\_\_\_\_

Patricia M. Hernandez, Manager



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