

LO8000064743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

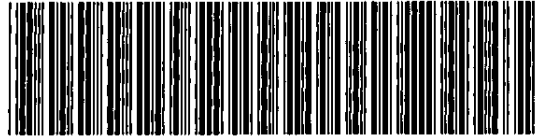
108-31761

Special Instructions to Filing Officer:

Bus Fernandez **DAVP**
AUTHORIZATION BY PHONE TO
CORRECT eff. date
DATE 7/3/08
EXAM alt

Office Use Only

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07/02/08--01003--022 **185.00

Effective Date 6/27/08

Rec'd. 6/27/08

08 JUN 27 AM 9:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED JUL 03 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DONEGAL BEACH LLC

(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:

Luis Lucas Fernandez, Esq.

(Contact Person)

Luis Lucas Fernandez Law Firm

(Firm/Company)

711 SW 28th Road

(Address)

Miami, FL 33129-2525

(City, State and Zip Code)

For further information concerning this matter, please call:

Luis Lucas Fernandez, Esq.

at (**305**) **753.6768**

(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

Please, return the Certified copies and Certificate of Status via FedEx courier

Pre-filled, pre-paid FedEx USA Airbill Number 83466383028 is enclosed

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:

DONEGAL BEACH LIMITED

(Enter Name of Other Business Entity)

Effective Date 6/27/08

2. The "Other Business Entity" is a company limited by shares
(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 The British Virgin Islands
(Enter state, or if a non-U.S. entity, the name of the country)

on January 3rd, 1990

(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:

DONEGAL BEACH LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 27th June 2008
(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.)

08 JUN 27 AM 9:31

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signed this 25th day of June 20 08.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Luis Lucas Fernandez Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Luis Lucas Fernandez Title: Authorized Person

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

DONEGAL BEACH LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Effective Date
6/27/08

Principal Office Address:

Mailing Address:

5001 Collins Avenue, PH-1

SAME

Miami Beach, FL 33140-2771

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Luis Lucas Fernandez

Name

711 SW 28th Road

Florida street address (P.O. Box **NOT** acceptable)

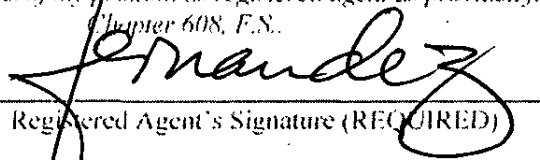
Miami

FL **33129-2525**

City, State, and Zip

08 JUN 27 AM 9:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Nadia Ceruti

5001 Collins Avenue, PH-1

Miami Beach, FL 33140-2771

MGR

Luis Lucas Fernandez

711 SW 28th Road

Miami, FL 33129-2525

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 27th June 2008

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Luis Lucas Fernandez

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)