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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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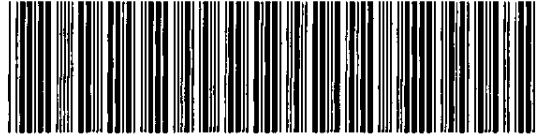
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

T. CLINE

DEC 15 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Neucaribe Trading, 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:

Jorge De La Hoz
(Contact Person)

De La Hoz & Associates, P.A.
(Firm/Company)

304 Palermo Avenue
(Address)

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

For further information concerning this matter, please call:

Jorge De La Hoz at (305) 448-5585
(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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TALLAHASSEE, FLORIDA

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:
Neucaribe Trading, Inc. POW - 88413

(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 July 5th, 2002

(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**:

Neucaribe Trading, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 1/1/2009.
(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.)

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Signed this 18th day of November 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Martin Roldan Title: Managing Member

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

Signature: [Signature]
Printed Name: Martin Roldan Title: Managing Member

Signature: X [Signature]
Printed Name: Livio Salazar Munoz Title: Managing Member

Signature: X [Signature]
Printed Name: Martha Cecilia Gil de Roldan Title: Managing Member

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)

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ARTICLES OF ORGANIZATION

OF

NEUCARIBE TRADING, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is **NEUCARIBE TRADING, L.L.C.**

ARTICLE II - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III - ADDRESS

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

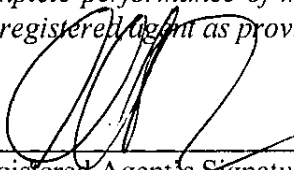
**C/O 304 PALERMO AVENUE
CORAL GABLES, FL 33134**

ARTICLE IV - REGISTERED AGENT & OFFICE

The name and address of the registered agent for this Limited Liability Company, within the State of Florida is:

**MARTIN ROLDAN BOTERO
C/O 304 PALERMO AVENUE
CORAL GABLES, FL 33134**

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 obligation of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

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ARTICLE V – MEMBER(S)

The Limited Liability Company shall have 9 members whose name and address are:

MARTIN ROLDAN BOTERO	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
LIVIO SALAZAR MUÑOZ	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
MARTHA CECILIA GIL DE ROLDAN	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
ALEJANDRO SALAZAR TORO	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
DIEGO FERNANDO ROLDAN GIL	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
CARLOS ALEJANDRO ROLDAN GIL	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
LUZ EUGENIA ROLDAN GIL	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
JOSE RAFEL GARCIA ARIAS	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134
BERNARDO MENESES FONSECA	C/O 304 PALERMO AVENUE CORAL GABLES, FL 33134

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ARTICLE VI - MANAGEMENT

- ☐ The management of the Company is reserved to the managers of the company. The name and address of the manager or managing member is as follows:

**MARTIN ROLDAN BOTERO
MANAGING MEMBER
C/O 304 PALERMO AVENUE
CORAL GABLES, FL 33134**

**LIVIO SALAZAR MUÑOZ
MANAGING MEMBER
C/O 304 PALERMO AVENUE
CORAL GABLES, FL 33134**

**MARTHA CECILIA GIL DE ROLDAN
MANAGING MEMBER
C/O 304 PALERMO AVENUE
CORAL GABLES, FL 33134**



Signature of 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.)

Typed or printed name of signee

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