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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 30 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pepe Investments #1, 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:

Thomas O. Wells, Esq.
(Contact Person)

Thomas O. Wells, P.A.
(Firm/Company)

540 Biltmore Way
(Address)

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

For further information concerning this matter, please call:

Thomas O. Wells at (305) 444-0016
(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

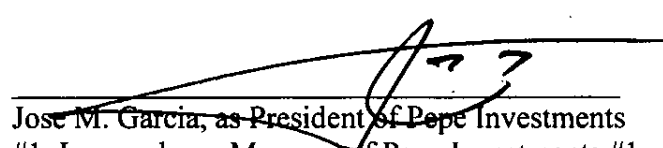
CERTIFICATE OF CONVERSION
OF
PEPE INVESTMENTS #1, INC.
INTO
PEPE INVESTMENTS #1, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert PEPE INVESTMENTS #1, INC., a corporation organized under the laws of the State of Florida, into PEPE INVESTMENTS #1, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. PEPE INVESTMENTS #1, INC., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on November 05, 2007, under Document Number P07000120532.
2. The name of the Florida limited liability company into which PEPE INVESTMENTS #1, INC. will be converted is PEPE INVESTMENTS #1, LLC. The Articles of Organization of PEPE INVESTMENTS #1, LLC are attached to this Certificate of Conversion.
3. The conversion of PEPE INVESTMENTS #1, INC., a Florida corporation, into PEPE INVESTMENTS #1, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of PEPE INVESTMENTS #1, INC., a Florida corporation, into PEPE INVESTMENTS #1, LLC and the Articles of Organization of PEPE INVESTMENTS #1, LLC were approved by all of the shareholders and directors of PEPE INVESTMENTS #1, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of PEPE INVESTMENTS #1, LLC is 4338 SW 8th Street, Miami, Florida 33134. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for PEPE INVESTMENTS #1, LLC will be 26-1364871 which is the same Federal employer identification number of PEPE INVESTMENTS #1, INC.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. PEPE INVESTMENTS #1, LLC shall pay any shareholder of PEPE INVESTMENTS #1, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 3rd day of March, 2009.



Jose M. Garcia, as President of Pepe Investments
#1, Inc., and as a Manager of Pepe Investments #1,
LLC

ARTICLES OF ORGANIZATION
OF
PEPE INVESTMENTS #1, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is PEPE INVESTMENTS #1, LLC (hereinafter, the "Company").

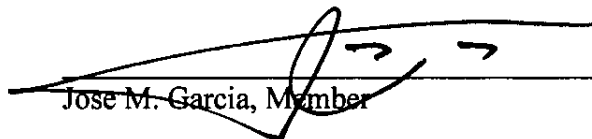
ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 4338 SW 8th Street, Miami, Florida 33134.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Jose M. Garcia, 4338 SW 8th Street, Miami, Florida 33134.

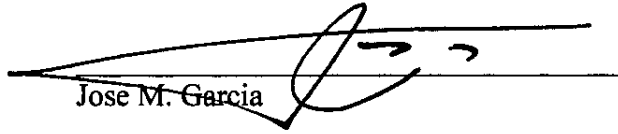
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 3rd day of March, 2009.



Jose M. Garcia, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for PEPE INVESTMENTS #1, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.


Jose M. Garcia

Dated: March 3, 2009

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TALLAHASSEE FLORIDA