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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JUN 29 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Caribbean Development, 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:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**CERTIFICATE OF CONVERSION
OF
CARIBBEAN DEVELOPMENT CORP.
INTO
CARIBBEAN DEVELOPMENT, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert CARIBBEAN DEVELOPMENT CORP., a corporation organized under the laws of the State of Florida, into CARIBBEAN DEVELOPMENT, 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. CARIBBEAN DEVELOPMENT CORP., 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 January 28, 1997, under Document Number P97000008292.
2. The name of the Florida limited liability company into which CARIBBEAN DEVELOPMENT CORP. will be converted is CARIBBEAN DEVELOPMENT, LLC. The Articles of Organization of CARIBBEAN DEVELOPMENT, LLC are attached to this Certificate of Conversion.
3. The conversion of CARIBBEAN DEVELOPMENT CORP., a Florida corporation, into CARIBBEAN DEVELOPMENT, 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 CARIBBEAN DEVELOPMENT CORP., a Florida corporation, into CARIBBEAN DEVELOPMENT, LLC and the Articles of Organization of CARIBBEAN DEVELOPMENT, LLC were approved by all of the shareholders and directors of CARIBBEAN DEVELOPMENT, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of CARIBBEAN DEVELOPMENT, LLC is 565 E. Hillsboro Blvd., Deerfield Beach, Florida 33441. 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 CARIBBEAN DEVELOPMENT, LLC will be 65-0744859 which is the same Federal employer identification number of CARIBBEAN DEVELOPMENT CORP.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. CARIBBEAN DEVELOPMENT, LLC shall pay any shareholder of CARIBBEAN DEVELOPMENT CORP. 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 16 day of June, 2009.

Edward V. Masi

Edward V. Masi, as President of Caribbean
Development Corp., and as a Manager of Caribbean
Development, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CARIBBEAN DEVELOPMENT, 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 CARIBBEAN DEVELOPMENT, LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 565 E. Hillsboro Blvd., Deerfield Beach, Florida 33441.

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 Betty M. Masi, 565 E. Hillsboro Blvd., Deerfield Beach, Florida 33441.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 16 day of June, 2009.

Betty M Masi
Betty M. Masi, Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for CARIBBEAN DEVELOPMENT, 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.

Betty M Masi
Betty M. Masi

Dated: June 16, 2009

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TALLAHASSEE, FLORIDA