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(Address)

(Address)

(City/State/Zip/Phone #)

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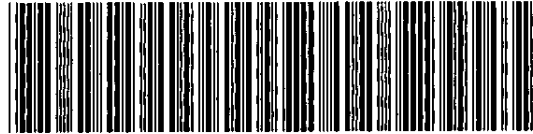
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. BRUCE

OCT 20 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 10-19-2009

REF. #: 001343.113178

CORP. NAME: WAN ENTERPRISES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |

☒ OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 532249 FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

☒ PLAIN STAMPED COPY

Examiner's Initials

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR

WAN ENTERPRISES, INC.,
A FLORIDA CORPORATION

INTO

WAN ENTERPRISES, LLC
A 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 §608.439 of the Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is WAN ENTERPRISES, INC. *M27990*
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on February 27, 1986.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is WAN ENTERPRISES, LLC.
4. This conversion shall be effective on the date the Certificate of Conversion is filed with the Florida Secretary of State.

Signed on this 19th day of October, 2009.

WAN ENTERPRISES, INC., a Florida corporation

By: *Clara Sanchez*
Clara Sanchez
Director/Authorized Signatory

WAN ENTERPRISES, LLC, a Florida limited liability company

By: *Clara Sanchez*
Clara Sanchez
Manager/Authorized Signatory

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ARTICLES OF ORGANIZATION

OF

WAN ENTERPRISES, LLC

ARTICLE I

Name

The name of the limited liability company is WAN ENTERPRISES, LLC (the "Company").

ARTICLE II

Principal Office

The principal and mailing address of the Company is 4635 S.W. 75 Avenue, Miami, Florida 33155.

ARTICLE III

Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV

Purpose

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

ARTICLE V

Management

The Company is to be a manager-managed company. The initial managers and their addresses are as follows:

Clara Sanchez
4635 S.W. 75 Avenue
Miami, FL 33155

Judith O. Klein
4635 S.W. 75 Avenue
Miami, FL 33155

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ARTICLE VI
Admission of Additional Members

The limited liability company has two members as of the date hereof. The Company shall at all times have at least one (1) member. The limited liability company may admit additional members upon the unanimous written consent of all members of the Company at the time the admission is sought, or otherwise in accordance with the provisions of the operating agreement of the company.

ARTICLE VII
Operating Agreement

The members shall have the power to adopt, alter, amend, or repeal upon the unanimous written consent or agreement of all members, the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII
Voting

The Company is authorized to issue membership units with voting rights and membership units without voting rights, or otherwise in accordance with the provisions of the operating agreement of the Company.

ARTICLE IX
Certificated Interests

The members' interests in the Company may be evidenced by certificates upon the unanimous written consent or agreement of all the members.

ARTICLE X
Transfer of Interest

No member shall have the right to transfer any interest in the Company without the unanimous written consent or agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall therefore be entitled to receive only the share of profits actually distributed or other compensation paid by way of income and the return of capital contributions to which the transferring member otherwise would have been entitled by virtue of membership, or otherwise in accordance with the provisions of the operating agreement of the Company.

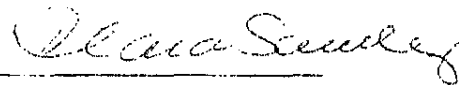
ARTICLE XI
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued

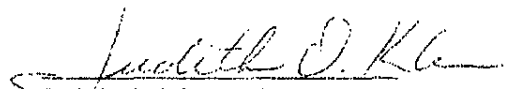
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membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

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



Clara Sanchez, Manager



Judith O. Klein, Manager

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WAN ENTERPRISES, LLC.
2. The name and Florida street address of the limited liability company's registered agent is Company Management Services, LLC, 8788 S.W. 8 Street, Miami, Florida 33174.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

COMPANY MANAGEMENT SERVICES, LLC,
a Florida limited liability company

By: _____

Sergio A. Pagliery, Authorized Representative

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