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EXAMINER

SECRETARY OF STATE
ALABAMA SEC. FLORENCE

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BRASHEAR, MARSH, KURDZIEL & McCARTY PL
C o u n s e l o r s A t L a w

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BRUCE BRASHEAR, JD
LARRY D. MARSH, JD, LL.M.*
REBEKAH M. KURDZIEL, JD, LL.M.
JAMES H. "MAC" McCARTY, JR., JD, MBA

* Florida Bar Board Certified Tax Lawyer

February 17, 2010

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Conversion of Pueblo Viejo III, LLC

Dear Sir or Madam:

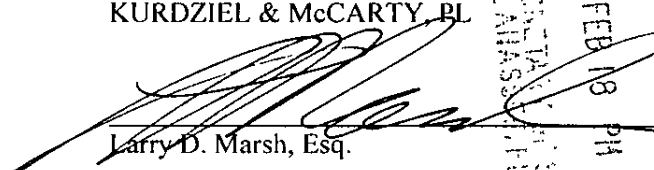
The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Limited Company" in accordance with Florida Statutes section 608.439.

Enclosed is a firm check for the amount of one hundred eighty-five dollars (\$185.00) for the following filing fees:

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred twenty-five dollars (\$125.00) for the Articles of Organization;
- (3). Five dollars (\$5.00) for a Certificate of Status; and
- (4). Thirty dollars (\$30.00) for a Certified Copy.

Please return all correspondence concerning this matter to Larry D. Marsh, Esq., care of Brashear, Marsh, Kurdziel & McCarty, PL, 926 NW 13th Street, Gainesville, Florida 32601. For further information concerning this matter, please contact my office. Thank you for your assistance.

Kind regards,
BRASHEAR, MARSH,
KURDZIEL & McCARTY, PL


Larry D. Marsh, Esq.

LDM/ag
Enclosures
cc: Stephanie Rodriguez

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**CERTIFICATE OF CONVERSION FOR "OTHER BUSINESS ORGANIZATION"
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 Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **Pueblo Viejo III, Inc.** 862-78321
- (2). The "Other Business Entity" is a Florida for-profit corporation, first organized, formed, and incorporated under the laws of Florida on July 18, 2002.
- (3). The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Pueblo Viejo III, LLC.**
- (4). The conversion was approved as required by Florida Statutes Chapter 607, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

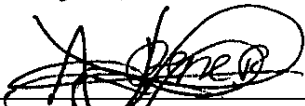
The execution of this Certificate of Conversion by the undersigned Managers and the undersigned President constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


On this 30 day of Dec, 2009, this Certificate of Conversion was executed by the Managers of Pueblo Viejo III, LLC and the President of Pueblo Viejo III, Inc.

Pueblo Viejo III, Inc., a Florida Corporation


By: Rene Rodriguez
Title: President

Pueblo Viejo III, LLC, a Florida Limited Liability Company


By: Rene Rodriguez
Title: Manager


By: Luis Rodriguez
Title: Manager

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TALLAHASSEE, FLORIDA

PLAN OF CONVERSION FOR PUEBLO VIEJO III, INC.

The following Plan of Conversion is submitted in compliance with Florida Statutes section 608.439:

ARTICLE I CONVERTING CORPORATION

The name of the Converting Corporation is **Pueblo Viejo III, Inc.** It was first organized on July 18, 2002, as a corporation under the laws of the State of Florida.

ARTICLE II CONVERTED ORGANIZATION

The name of the Converted Organization is **Pueblo Viejo III, LLC.** It is organized as a limited liability company under the laws of the State of Florida.

ARTICLE III TERMS AND CONDITIONS OF THE CONVERSION

The terms and conditions of the conversion are as follows:

(A). Each share of stock in the Converting Corporation shall be converted into one (1) limited liability company unit in the Converted Organization. Collectively, all of the limited liability company units in the Converted Organization shall represent one hundred percent (100%) of all authorized shares of stock.

(B). The Certificate of Conversion for "Other Business Organization" into Florida Limited Liability Company has been signed by each Manager of Pueblo Viejo III, LLC and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.

(C). Each Director hereby recommends that this Plan of Conversion be authorized by the Shareholders.

ARTICLES OF ORGANIZATION FOR PUEBLO VIEJO III, LLC

ARTICLE I

NAME

The name of the Florida Limited Liability Company is Pueblo Viejo III, LLC (referred to as the "Company").

ARTICLE II

ADDRESS

The principal office of the Company is 1788 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952. The mailing address of the Company is 1788 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is Rene Rodriguez. The Registered Office is located at 1788 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE IV

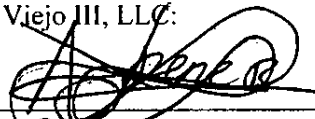
MANAGEMENT

Pueblo Viejo III, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

Until their successors are duly elected and installed, Rene Rodriguez and Luis Rodriguez, shall be the Managers. The Managers' business address is 1788 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

On Dec 30, 2009, in witness whereof, the Authorized Representative for the Company has executed these Articles of Organization. In accordance with Florida Statutes section 608.408(3), the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Pueblo Viejo III, LLC:



By: Rene Rodriguez

Title: Authorized Representative

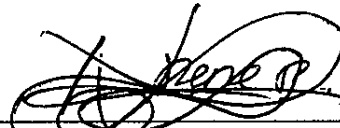
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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes section 608.415, the undersigned Limited Liability Company submits the following statement designating its Registered Office and Registered Agent in the State of Florida:

- (1). The name of the Florida Limited Liability Company is Pueblo Viejo III, LLC.
- (2). The name of the Registered Agent is Rene Rodriguez. The Registered Office is located at 1788 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

Having been named as Registered Agent and to accept service of process for the above-named 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.



By: Rene Rodriguez
Title: Registered Agent

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