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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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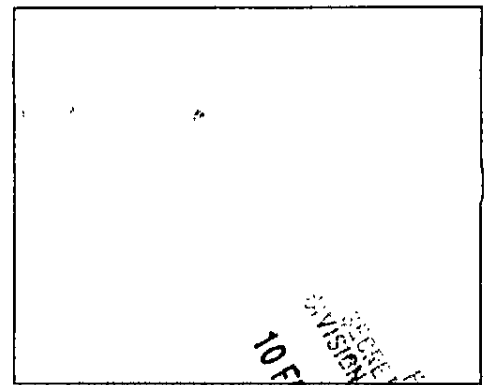
02/24/10--01004--002 **150.00

RECEIVED
10 FEB 23 PM 4:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
FEB 26 2010
EXAMINER

FILED
10 FEB 23 PM 4:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

PRALER TRADE LLC

CK# 4425 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2010

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: PRALER TRADE LLC
Ref. Number: W10000009245

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
10 FEB 23 PM 4:55

We have received your document for PRALER TRADE LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 210A00004545

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 23 PM 4:55

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:

Praler Trade LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company

**(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)**

first organized, formed or incorporated under the laws of New York

(Enter state, or if a non-U.S. entity, the name of the country)

on March 21, 2006

(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**:

Praler Trade LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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.)

Signed this 25th day of February 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Diana Urrego
Printed Name: Diana Urrego Title: Authorized Representative

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

Signature: Diana Urrego
Printed Name: Waymar Services Limited Title: Diana Urrego, Authorized Representative

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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)

ARTICLES OF ORGANIZATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 23 PM 4:55

Article I. Name

The name of this Florida limited liability company is:
Praler Trade LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Praler Trade LLC
3rd Floor, Geneva Place, Waterfront Drive
Road Town Tortola BRITISH VIRGIN ISLANDS

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

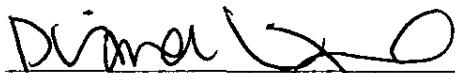
This will be a manager-managed company. The name and address of each manager is:

WAYMAR SERVICES LIMITED
PO Box 3175 Road Town
Tortola, British Virgin Islands

Article VII. Company Existence

The Company's existence shall begin effective as of March 21, 2006.

The undersigned authorized representative of a member executed these Articles of Organization on February 22, 2010.



CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President

by Diana Urrego as attorney-in-fact

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

STATEMENT OF REGISTERED AGENT

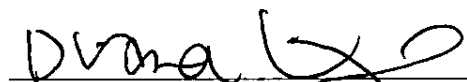
LIMITED LIABILITY COMPANY:

Praler Trade LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Diana Urrego, Special Secretary

Date: February 22, 2010.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107