

L10000098209

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

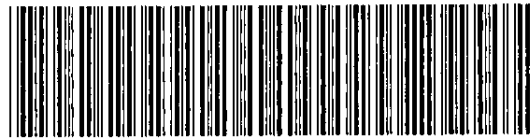
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800185366828

09/21/10--01001--008 **25.00

09/21/10--01001--009 **125.00

09/21/10--01001--010 **30.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 SEP 20 PM 3:36

RECEIVED

10 SEP 20 PM 4:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE 9/22/2010

B. KOHR

SEP 20 2010

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850:222 7615 fax
www.ctlegalsolutions.com

September 20, 2010

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 SEP 20 PM 4:35

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

EFFECTIVE DATE 9/22/2010

Re: Order #: 7944529 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Latin American Beer Holding, S.A. (PAN)
Misc - Foreign Corporate Filing - Certificate of Conversion
Florida

Latin American Beer Holding LLC (FL)
Formation
Florida

Latin American Beer Holding LLC (FL)
Obtain Document - Misc - Certified copy of the Conversion/Formation
Florida

Effective Date:
9/22/2010

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Connie Bryan
Assistant Secretary

EFFECTIVE DATE 9/22/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 20 PM 4:35

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
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 section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

LATIN AMERICAN BEER HOLDING, S.A.

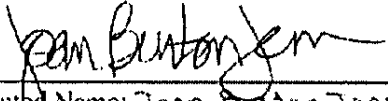
2. The "Other Business Entity" is a corporation first incorporated under the laws of the country of Panama on July 7, 1993.
3. The jurisdiction of the "Other Business Entity" was changed on January 4, 2008 and the country under the laws of which it is now incorporated is British Virgin Islands.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

LATIN AMERICAN BEER HOLDING LLC

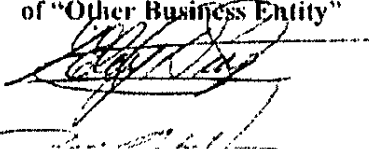
5. The effective date of this Certificate of Conversion shall be the 22 ^{September} of ~~August~~ 2010.

Signed this 17 ^{September} of ~~August~~ 2010.

Signature of Authorized Representative
of Limited Liability Company


Printed Name: Joan Burton Jensen
Title: Director/Registered Agent

Signature of Authorized Representative
of "Other Business Entity"


Printed Name: Edgardo E. Diaz/Fernando A. Gil
Title: DIRECTORS

FILING FEES:

\$25	Certificate of Conversion
\$125.00	Filing Fee for Articles of Organization
\$ 30.00	Certified Copy (OPTIONAL)
\$ 5.00	Certificate of Status (OPTIONAL)

EFFECTIVE DATE 9/22/2010

ARTICLES OF ORGANIZATION

OF

LATIN AMERICAN BEER HOLDING LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 20 PM 4:35

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is
LATIN AMERICAN BEER HOLDING LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability
company is 121 Alhambra Plaza, Suite 1140, Coral Gables, Florida 33134.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

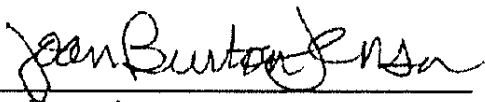
ARTICLE IV

The name and the Florida street address of the registered agent and office are Joan Burton
Jensen, 121 Alhambra Plaza, Suite 1140, Coral Gables, Florida 33134.

ARTICLE V

The effective date of these Articles of Organization shall be the 22 of ^{September}~~August~~, 2010.

Having been named as the registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, F.S.

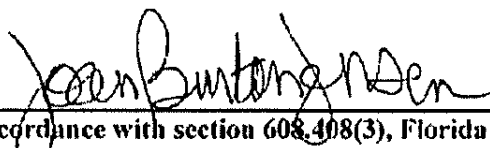

Joan Burton Jensen
(Registered Agent's Signature)

^{September}
Date: ~~August~~ 14, 2010

ARTICLE V

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

By: _____


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

Joan Burton Jensen, Authorized Representative of the Member

Typed or printed name of signee

FILING FEES:

\$125.00 Filing Fee for Articles of Organization and
Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)