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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

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EXAMINER

CARLOS A. SOMOZA, P.L.
ATTORNEY AT LAW
8770 Sunset Drive, #313, Miami, Florida 33173-3512
Telephone: (305) 301-4151 Facsimile: (305) 270-0159
Email: carlos-somoza@msn.com

November 10, 2010

VIA OVERNIGHT DELIVERY

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: TOPO INTERNATIONAL, INC. (Conversion to LLC)

To Whom it May Concern:

Enclosed please find a Certificate of Conversion and Articles of Organization for the above referenced entity, along with a check in the amount of \$155.00 representing the fee for such as well as the \$5.00 fee for a Certificate of Status. TOPO INTERNATIONAL, INC. is converting to TOPO INTERNATIONAL, PLC. a professional limited liability company. Once complete, please forward the letter of confirmation of conversion and Certificate of Status to me in the self-addressed stamped envelope provided.

Should you have any questions, or need anything further, please do not hesitate to contact me at (305) 301-4151.

Sincerely,



Carlos A. Somoza

Enclosure

**CERTIFICATE OF CONVERSION FOR
TOPO INTERNATIONAL, INC.
INTO
TOPO INTERNATIONAL, PLC**


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TALLAHASSEE, FLORIDA

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 Statute Section 608.439.


1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: TOPO INTERNATIONAL, INC. #P04000172964
2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of Florida on December 29, 2004.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: TOPO INTERNATIONAL, PLC.
5. The plan of conversion was approved by the converting Florida Corporation in accordance with Florida Statutes Chapter 607, and as required by the governing law of the "Other Business Entity."
6. The effective date of the Conversion shall be the same as the date of filing.
7. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Florida Statute 608.439, in effecting the conversion.
8. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 09 day of November, 2010.

TOPO INTERNATIONAL, INC.


By: Todd Migon, President

TOPO INTERNATIONAL, PLC


By: Todd Migon, Managing Member

ARTICLES OF ORGANIZATION
FOR
TOPO INTERNATIONAL, PLC
A Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

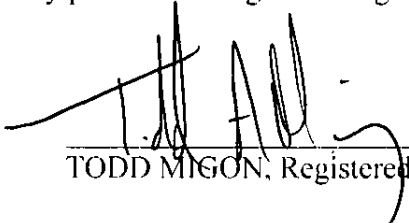
The undersigned, for the purpose of forming a limited liability company under and pursuant to Florida Statutes 608 entitled the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization for such company:

1. **Name.** The name of the Limited Liability Company shall be:

TOPO INTERNATIONAL, PLC

2. **Address.** The mailing address and street address of the principal office of the Limited Liability Company is 6700 Southwest 132 Street, Miami, Florida 33156.
3. **Registered Agent and Office.** The name and street address of the registered agent and office for the Limited Liability Company is as follows: Todd Migon, 6700 Southwest 132 Street, Miami, Florida 33156.

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company, 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.



TODD MIGON, Registered Agent

4. **Management of Company.** The Limited Liability Company is to be managed by the Managing Member. The name and address of the Managing Member is:

Title

Name and Address

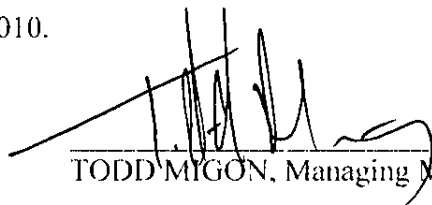
MGRM

Todd Migon
6700 Southwest 132 Street, Miami,
Florida 33156

5. **Nature of Business.** The general nature of the business to be transacted by the Company is:

- a. To engage in every phase and aspect of the business of rendering to the public the same professional services that an architect duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the Company's officers, employees and agents who are duly licensed or otherwise legal authorized under the laws of the State of Florida.
- b. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services, and
- c. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Organization or any amendment thereto, and to have all the powers conferred upon this Company by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Services Corporation and Limited Liability Company Act.

Dated this 09 day of November, 2010.


TODD MIGON, Managing Member

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