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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

D. BRUCE
DEC 1 2010
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 18, 2010

BAKER & MCKENZIE
ATTN: ABRAHM W. SMITH
1111 BRICKELL AVENUE, SUITE 1700
MIAMI, FL 33131

SUBJECT: HALLOW HOLDINGS LLC
Ref. Number: W10000053872

We have received your document for HALLOW HOLDINGS LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$150.00.

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 010A00027170

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TALLAHASSEE, FLORIDA



November 17, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAKER & MCKENZIE

SUBJECT: HALLOW HOLDINGS LLC
REF: W10000053872

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A Certificate of Conversion cannot be filed electronically. You must submit the certificate of conversion and the articles by mail.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

FAX Aud. #: H10000248116
Letter Number: 410A00026935

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hallow Holdings LLC
(Name of Resulting Florida Limited Company)

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

Please return all correspondence concerning this matter to:

Abrahm Smith
(Contact Person)

Baker & McKenzie LLP
(Firm/Company)

1111 Brickell Ave., Suite 1700
(Address)

Miami, Florida 33131
(City, State and Zip Code)

abrahm.smith@bakermckenzie.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Abrahm Smith at (305) 789 8972
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Conversion
of
Hallow Holdings Corp.,
a Florida corporation
into
Hallow Holdings LLC,
a Florida limited liability company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Hallow Holdings Corp., a Florida corporation, into Hallow Holdings LLC, a Florida limited liability company, in accordance with Section 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 Hallow Holdings Corp. *P10000006349*
2. The date of filing of the original certificate of incorporation of Hallow Holdings Corp. was January 21, 2010.
3. Hallow Holdings Corp. is organized in Florida.
4. The name of the Florida limited liability company into which the corporation shall be converted is Hallow Holdings LLC, a Florida limited liability company.
5. The effective date of the conversion shall be the filing date of this certificate of conversion and the articles of organization.

Signed this 15th day of November 2010.

Hallow Holdings Corp., a Florida corporation

By 

Marcelo de Souza Potenza, President

Hallow Holdings LLC, a Florida limited liability company

By its manager, POA Management Ltd, a BVI company

By 

Name: Marcelo de Souza Potenza

Title: Director

By 

Name: Thiago Beiler dos Santos Breyer

Title: Director

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

HALLOW HOLDINGS LLC

a Florida limited liability company

1. The name of this limited liability company is Hallow Holdings LLC (the "Company").
2. The principal place of business and the mailing address of the Company is:

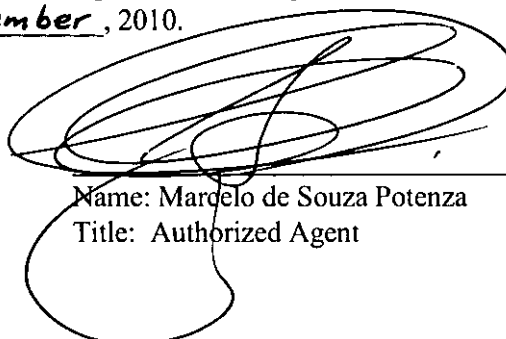
1201 Hays Street
Tallahassee, Florida 32301

3. The name and address of the registered agent of the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

4. The Company is to be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned authorized person has executed these Articles of Organization this 15th day of November, 2010.



Name: Marcelo de Souza Potenza
Title: Authorized Agent

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Hallow Holdings LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Corporation Service Company

By: Carina L. Dunlap

Name:

Title:

Carina L. Dunlap
Asst. Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA