

L11000135353

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

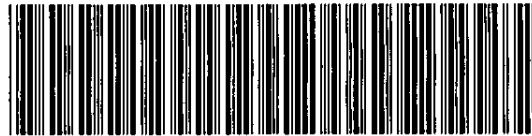
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

DEC 1 2011

EXAMINER



000214414310

12/01/11--01001--025 **180.00

RECEIVED
11 NOV 30 PM 4:41
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
11 NOV 30 AM 10:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 30 AM 10:16

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/30/2011

REF. #: 000661.158004

CORP. NAME: BROMFIELD HOLDINGS INC. into BROMFIELD HOLDINGS LLC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 542470 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 30 AM 10:16

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 s.608.439, Florida Statutes.

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

BROMFIELD HOLDINGS INC.

(Enter Name of Other Business Entity)

2. The **"Other Business Entity"** is a Corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Republic of Panama
(Enter state, or if a non-U.S. entity, the name of the country)

on February 9, 1995

(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**:

BROMFIELD HOLDINGS LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: November 30, 2011
(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.)

6. 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 s.608.439, F.S., in effecting the conversion.

7. The **"Other Business Entity"** currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 20th day of November 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Maria Vallarino A.

Printed Name: Maria Vallarino A. Title: Manager - Secretary

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Edgardo E. Diaz

Printed Name: Edgardo E. Diaz Title: Manager - President

Signature: Maria Vallarino A.

Printed Name: Maria Vallarino A. Title: Manager - Secretary

Signature: Fernando A. Gil

Printed Name: Fernando A. Gil Title: Manager - Treasurer

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BROMFIELD HOLDINGS LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

Edif. Torre Atlas, Piso 10, Ofic. 3
Kennedy Norte, Justino Cornejo y
Av. Luis Orrantia, Guayaquil, Ecuador

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

NRAI Services, Inc.

Name

515 E. Park Avenue

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

Having been named as 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.

Katie Womack, Asst. Sec.
Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 30 AM 10:16

The name and address of each Manager or Managing Member is as follows:

Name and Address:

"MGRM" = Managing Member



Edgardo E. Diaz
Calle 53 Este, Marbella
MMG Tower, Piso 2, Panama, R. of Panama

Maria Vallarino A.
Calle 53 Este, Marbella
MMG Tower, Piso 2, Panama, R. of Panama

Fernando A. Gil
Calle 53 Este, Marbella
MMG Tower, Piso 2, Panama, R. of Panama

ARTICLE V: Effective date, if other than the date of filing: November 30, 2011
(OPTIONAL)

REQUIRED SIGNATURE:

SIGNATURE:  

Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Edgardo E. Díaz - Maria Vallarino A.

Typed or printed name of signee