

# L11000144789

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EFFECTIVE DATE  
1-1-2012

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TALLAHASSEE, FLORIDA

K. SALLY  
EXAMINER  
DEC 28 2011

**Aballi  
Milne  
Kalil, P.A.**  
Counsellors at Law

December 22, 2011

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

*Via FedEx Delivery*

**RE: IP-COM LLC**

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion, Articles of Organization, and filing fees to convert IP-COM, INC. (an "Other Business Entity") into IP-COM LLC (a "Florida Limited Liability Company") in accordance with s. 608.439, F.S. Please send all correspondences concerning this matter to the below listed persons:

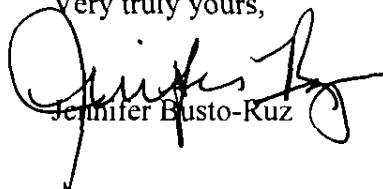
IP-COM LLC  
Attn: Andres Otero  
3100 S.W. 145<sup>th</sup> Ave.  
Suite 410  
Miramar, FL 33027  
(305) 357-0668  
aotero@ipcomnetwork.com

and

Aballi Milne Kalil PA  
Attn: Jennifer Ruz  
1 SE 3rd Ave.  
Suite 2250  
Miami, FL 33131  
(305) 373-6600  
jruz@aballi.com

Please do not hesitate to contact me with any questions or concerns.

Very truly yours,

  
Jennifer Busto-Ruz

2250 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
Telephone (305) 373-6600  
Fax (305) 373-7929  
www.aballi.com

**CERTIFICATE OF CONVERSION FOR "OTHER BUSINESS ENTITY"  
INTO FLORIDA LIMITED LIABILITY COMPANY**

**EFFECTIVE DATE**  
**1-1-2012**

**FILED**  
**11 DEC 27 PM 2:50**  
**SECRETARY OF STATE**  
**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 s. 607.1113, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **IP-COM, INC. #P00000100296**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on October 25, 2000.
3. The jurisdiction of the "Other Business Entity" was not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be **IP-COM LLC**.
5. The effective date of this Certificate of Conversion shall be January 1, 2012.
6. The conversion is permitted by the applicable law governing the "Other Business Entity", specifically s.607.1113, F.S., and the conversion complies with such law 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.

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Signed this 9<sup>th</sup> day of December, 2011.

**The individuals signing on behalf of the Limited Liability Company and the Other Business Entity affirm that the facts as 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 of Limited Liability Company**

Signature: 

Printed Name: Andres Otero

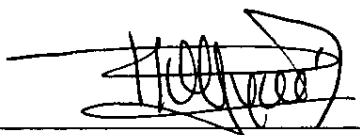
Title: Member / Manager

**Signature(s) on Behalf of Other Business Entity**

Signature: 


Printed Name: Andres Otero

Title: President

Signature: 

Printed Name: Rodrigo Guzman

Title: Secretary

Signature: 

Printed Name: Angel Rivera

Title: Director

EFFECTIVE DATE  
1-1-2012

**ARTICLES OF ORGANIZATION FOR IP-COM, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
11 DEC 27 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company shall be **IP-COM LLC**.

**ARTICLE II  
PURPOSE**

The purpose is to engage in all lawful activity.

**ARTICLE III  
PLACE OF BUSINESS IN THE STATE**

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida shall be:

3100 S.W. 145 Avenue  
Suite 410  
Miramar, FL 33027

**ARTICLE IV**

The Company shall be manager managed. The name and address of the managers are:

TITLE:  
MGR

NAME & ADDRESS:  
Andres Otero  
3100 SW 145<sup>th</sup> Avenue  
Suite 410  
Miramar, FL 33027

MGR

Rodrigo Guzman  
3100 SW 145<sup>th</sup> Avenue  
Suite 410  
Miramar, FL 33027

MGR

Angel Rivera  
3100 SW 145<sup>th</sup> Avenue  
Suite 410  
Miramar, FL 33027

**ARTICLE V  
EFFECTIVE DATE**

The effective date is January 1, 2012.


**ARTICLE VI  
REGISTERED AGENT**

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

AMKE REGISTERED AGENTS, L.L.C.  
One S.E. Third Avenue  
Suite 2250  
Miami, FL 33131

*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.*

AMKE Registered Agents, L.L.C.

  
By: ARTURO J. ABALLI, Manager

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**REQUIRED SIGNATURE:**

*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.*



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Andres Otero, Manager

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