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B. KOHR
AUG 14 2012
EXAMINER

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AUG 22 2012
EXAMINER

Hogan
Lovells

August 14, 2012

BY FEDERAL EXPRESS

State of Florida
Department of State
Registration Section
2661 Executive Center Circle, Clifton Building
Tallahassee, Florida 32301

Re: CARBEN LLC

Dear Sir or Madam:

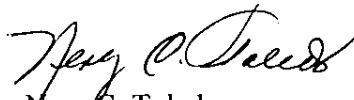
Enclosed please find executed Certificate of Conversion and Articles of Organization for the conversion of Carben Inc. into Carben LLC, for filing with your department.

I have also enclosed this firm's check, in the sum of \$180.00 made payable to the order of the Florida Department of State Division of Corporations, representing the fee for filing of the above referenced documents and a certified copy of same. Also enclosed are self-addressed Federal Express Airbill and envelope for your convenience in forwarding the documents to us. Thank you for your assistance in this matter.

If you have any questions, please do not hesitate to contact me at (305) 459-6531.

Sincerely,

HOGAN LOVELLS US LLP


Nery C. Toledo

Enclosures

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COVER LETTER

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TO: Registration Section
Division of Corporations

SUBJECT: CARBEN 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:

NERY TOLEDO
(Contact Person)

HOGAN LOVELLS
(Firm/Company)

200 S BISCAYNE BLVD, SUITE 400
(Address)

MIAMI, FL 33131
(City, State and Zip Code)

NERY.TOLEDO@HOGANLOVELLS.COM
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

NERY TOLEDO at (305) 459 6531
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) ☐ \$155.00 Filing Fees and Certificate of Status ☒ \$180.00 Filing Fees and Certified Copy ☐ \$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

**CERTIFICATE OF CONVERSION
OF
CARBEN INC.
INTO
CARBEN LLC**

**ARTICLE I
NAME**

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DIVISION OF CORPORATIONS
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This Certificate of Conversion and attached Articles of Organization are submitted to convert **CARBEN INC.**, a corporation incorporated under the laws of the State of Florida on July 25, 1980 (the "Corporation"), into a limited liability company organized under the laws of Florida, with the name **CARBEN LLC** (the "Company"), effective upon filing of this certificate of conversion with the Florida Department of State.

**ARTICLE II
CONVERSION IN ACCORDANCE WITH APPLICABLE LAW**

This conversion is permitted by the applicable law governing **CARBEN INC.** and the conversion complies with such law and the requirements of Florida Statutes section 608.439, in effecting the conversion.

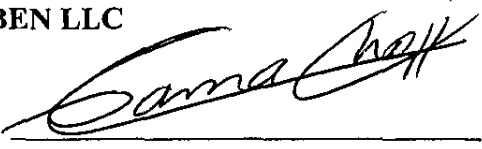
**ARTICLE III
EXISTENCE OF CARBEN INC.**

CARBEN INC. currently exists on the official records of the Department of State of Florida and has active status.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned entities have caused this Certificate of Conversion to be executed on their behalf on this 10th day of August, 2012.

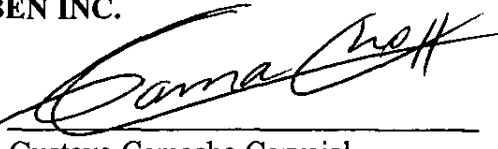
For and on behalf of
CARBEN LLC

By: 

Name: Gustavo Camacho Carvajal
Authorized representative



For and on behalf of
CARBEN INC.

By: 

Name: Gustavo Camacho Carvajal
Sole Director



(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.)

APPROVED AS TO
LEGAL TERMS ONLY



**ARTICLES OF ORGANIZATION
OF
CARBEN LLC
(a Florida limited liability company)**

**ARTICLE I
NAME**

The name of the limited liability company shall be **CARBEN LLC** (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 11380 Prosperity Farms Road, 221E, Palm Beach Gardens, Florida 33410.

**ARTICLE III
DURATION**

The period of duration for the Company shall begin on the date of filing these Articles of Organization with the Florida Department of State, and the Company shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The management of the Company is reserved to its managers. There shall initially be one (1) manager.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

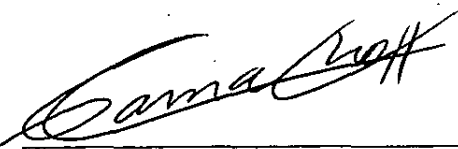
The street address of the Company's initial registered office in the State of Florida is 11380 Prosperity Farms Road, 221E, in the City of Palm Beach Gardens, County of Palm Beach, Florida 33410. The name of the Company's initial registered agent at that office is Corporate Creations Network Inc.

**ARTICLE VI
AUTHORIZED PERSON**

The powers of the undersigned person shall terminate upon filing of these Articles of Organization.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 10th day of August, 2012.

By: 

Name: Gustavo Camacho Carvajal
Authorized representative



(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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[Signature page to Articles of Organization of CARBEN LLC]