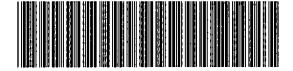
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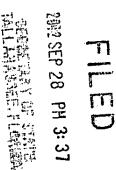
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(Document Number)		
Certified Copies	_ Certificates	of Status
Special Instructions to Filing Officer:		

Office Use Only



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J. BRYAN

OCT -1 2012

EXAMINER

COVER LETTER

TO: Registration Section Division of Corporations			
SUBJECT: INVERSIONES JEEM, L	LC		
	sulting Florida Lin	nited Company)	
The enclosed Certificate of Conversion, Arti "Other Business Entity" into a "Florida Limi Please return all correspondence concerning	ited Liability Co	ation, and fees are submitted empany" in accordance with	i to convert an s. 608.439, F.S.
\$			
JORGE E. BLANCO, ESQ.	_		
(Contact Person)			
JORGE E. BLANCO, P.A.			
(Firm/Company)			-1 · 6
1401 Ponce De Leon Blvd., Suite 202			智多一
(Address)			平 。
Coral Gables, Florida 33134			20
(City, State and Zip Code)			SEP 28 PM 3: 37
			نې پې
E-mail address: (to be used for future annual report no	otifications)		- 1 · 1 · 1 · 1 · 1 · 1 · 1 · 1 · 1 · 1
For further information concerning this matt	er, please call:		
jorgeblancolaw@bellsouth.net	at (305	444-0044	
' (Name of Contact Person)		and Daytime Telephone Number))
Enclosed is a check for the following amoun	t:		
\$150.00 Filing Fees \$155.00 Filing Fees and Certificate of Status of Organization)	\$180.00 Filing Fee and Certified Cop		
STREET ADDRESS:	MAILI	NG ADDRESS:	
Registration Section	Registration Section		
Division of Corporations Clifton Building	Division of Corporations P. O. Box 6327		
2661 Executive Center Circle	Tallahassee, FL 32314		
Tallahassee, FL 32301			

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Certificate of Conversion For "Other Business Entity" Into Florida Limited Liability Company



This Certificate of Conversion <u>and attached Articles of Organization</u> 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:				
INVERSIONES JEEM C.A. CORP.				
(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 Florida				
(Enter state, or if a non-U.S. entity, the name of the country)				
on 01/06/2012 (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:				
INVERSIONES JEEM, LLC				
(Enter Name of Florida Limited Liability Company)				
5. If not effective on the date of filing, enter the effective date:				
(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; <u>AND</u> 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 day of <u>September</u>	20 <u>12</u> .			
Signature of Member or Authorized Rep Individual signing affirms that the facts sta constitutes a third degree felony as provide	resentative of Limited Liability Company: ated in this document are true. Any false information and for in s.817.155, U.S.			
Signature of Member or Authorized Repres Printed Name: Jose E. Escalona	entative: Title: Managing Member			
this document are true. Any false informat s.817.155, F.S. [See below for required sign				
Signature: Mayallowollow	Title: Director			
Printed Name: Maryann A. Penso	Title: Director			
Signature: Printed Name:	Title:			
Signature:Printed Name:	Title: Title: Title: Title:			
Signature:Printed Name:				
Printed Name:	Title:			
Signature:				
Printed Name:	Title:			
Signature:	Title:			
Timed 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: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status:	\$25.00 \$125.00 \$30.00 (Optional) \$5.00 (Optional) Page 2 of 2			

ARTICLES OF ORGANIZATION OF **INVERSIONES JEEM, LLC**

CILCO PROS OR The undersigned, being authorized to execute and file these Articles, hereby certify that

ARTICLE I

The name of the Limited Liability Company is: INVERSIONES JEEM, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 8251 SW 29 St., Miramar, Fl. 33025, or any other place upon which the members agree.

ARTICLE III

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, members of the Company. The name and address of the managers who will serve as managers until the first annual meeting of the members or until their/his successor is selected and qualified in accordance with the Regulations is as follows:

JOSE E. ESCALONA - 8251 SW 29 St., Miramar, Fl. 33025

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

ARTICLE VI

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Operating Agreement and Regulations of the Company.

JORGE E. BLANCO, ESO. 1401 Ponce De Leon Boulevard, Suite 202 Coral Gables, Florida 33134 Telephone No.: (305) 444-0044

Florida Bar No.: 197807

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE VIII

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, Indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.
- c) In the ease of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes arc applicable.
- d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The Indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representative; beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX

The Company reserves the right to amend or repeal any provision contained In these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

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

JORGE E. BLANCO, ESQ., - 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Fl.

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 Lam familiar with and accept the obligations of my position as registered agent.

JORGE E. BLANCO, ESQ.- Registered Agent

ARTICLE XI

Purpose: The Company is organized to engage in any and all lawful business as permitted under the Act.

ARTICLE XII

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of O ganifation and acknowledged them to be my act this 251 day of September, 2012.

JOSE E. ESCALONA- Manager

JORGE E. BLANCO Registered Agent

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the day of September, 2012, personally appeared before me, JOSE E. ESCALONA, to me well known or who has provided his for a sidentification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

Notary Public State of PIGE FUELOS NOTARY FUELOS BYATE OF PLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

a. The name of the Limited Liability Company is: INVERSIONES JEEM, LLC

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

JORGE E. BLANCO, ESQ., - 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Fl.

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 duies, and I am familiar with and accept the obligations of my position as registered agent.

JORGE E. BLANCO, Registered Agent

