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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
NOV 16 2012

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Marketing Evolution International Corp.

DOCUMENT NUMBER: P10000003807

The enclosed Conversion Documents from Corp. to LLC and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Miguel A. Maspons, Esq.
Name of Contact Person**

**Abadin Cook
Firm/Company**

**9155 S. Dadeland Blvd., Suite 1208
Address**

**Miami, Florida 33156
City/State and Zip Code**

dwejc@hotmail.com

Email address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vanessa M. Collazo at (305) 671-2141
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
(plus \downarrow \$125.00 = \$160.00)			

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section, Div. of Corps.
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Certificate of Conversion
For
MARKETING EVOLUTION INTERNATIONAL CORP.
Into
Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

This Certificate of Conversion ("**Certificate**") is submitted to convert **MARKETING EVOLUTION INTERNATIONAL CORP.**, a Florida corporation (the "**Corporation**") into a Florida limited liability company in accordance with Sections 607.1112 and 607.1113 of the Florida Statutes.

1. The Corporation has been converted into a Florida limited liability company in compliance with Chapters 607 and 608 of the Florida Statutes.
2. The Plan of Conversion has been approved by the Board of Directors of the Corporation in compliance with Chapter 607 of the Florida Statutes.
3. The effective date of conversion of the Corporation shall be the date of filing of this Certificate.
4. The address of the Florida limited liability company is 7351 Wiles Road, Suite 203, Coral Springs, Florida 33067.
5. The sole shareholder of the Corporation has unanimously consented to the conversion of the Corporation into a Florida limited liability company, and have waived all of their respective appraisal rights under Section 607 of the Florida Statutes.

Dated: November 15, 2012

**MARKETING EVOLUTION
INTERNATIONAL CORP.**, a Florida
corporation

By: _____

Hector Hernaiz, President

**MARKETING EVOLUTION
INTERNATIONAL, LLC**, a Florida
limited liability company

By: _____

Hector Hernaiz, Sole Member

**ARTICLES OF ORGANIZATION
OF
MARKETING EVOLUTION INTERNATIONAL, LLC**

The undersigned subscriber to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

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TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this limited liability company is Marketing Evolution International, LLC.

ARTICLE II.

The limited liability company's mailing address and principal office is:

7351 Wiles Road, Suite 203, Coral Springs, Florida 33067

ARTICLE III.

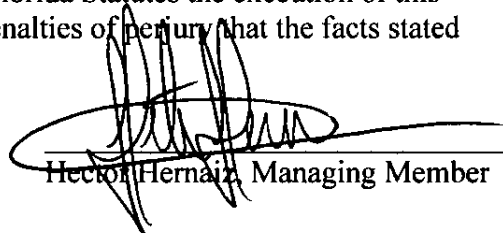
The limited liability company's initial Registered Agent and Registered Office in the State of Florida shall be:

Hector Hernaiz
7351 Wiles Road, Suite 203, Coral Springs, Florida 33067

ARTICLE IV.

The limited liability company will be managed by members in accordance with the limited liability company's operating agreement and is, therefore, a member managed company.

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.


Hector Hernaiz, Managing Member

CERTIFICATE OF REGISTERED AGENT
OF
MARKETING EVOLUTION INTERNATIONAL, LLC

Pursuant to Section 608.415 of the Florida Limited Liability Company Act (the "Act"), the following is submitted, in compliance with said Act:

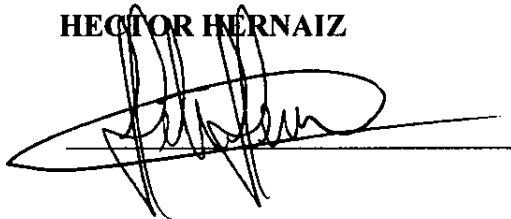
That Marketing Evolution International, LLC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named Hector Hernaiz, 7351 Wiles Road, Suite 203, Coral Springs, Florida 33067, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 15th day of November 2012

HECTOR HERNAIZ

A handwritten signature in black ink, appearing to read 'Hector Hernaiz', is written over a horizontal line. The signature is stylized with loops and flourishes.