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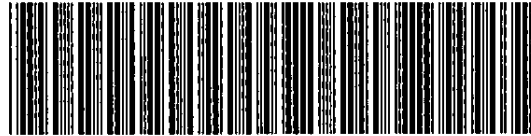
(Business Entity Name)

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TALLAHASSEE, FLORIDA

B. BOSTICK

OCT 17 2013

EXAMINER

GAGEL LAW FIRM

2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134
Tel: (305) 444-7775 Fax: (305) 444-1162
E-mail: jgagel@jgagel.com

October 14, 2013

Via FedEx

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

Subject: **Raining Gold Mining, Inc.**
Document Number: **P13000061489**

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert Raining Gold Mining, Inc. into a "Florida Limited Liability Company" in accordance with F.S. 608.439. Included is our check in the amount of \$155.00 for Filing Fees, Conversion, and Certificate of Status.

Please return all correspondence concerning this matter to the undersigned.

Sincerely,


James Gagel, Esq.

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**CERTIFICATE OF CONVERSION
FOR
RAINING GOLD MINING, INC.
INTO
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Raining Gold Mining, Inc. into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

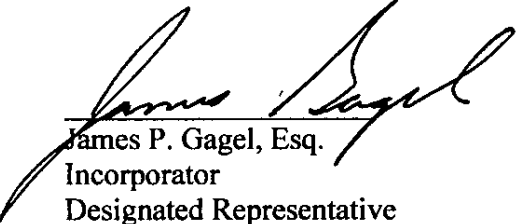
1. The Conversion. The Directors of Company desire to convert the Company to a Florida Limited Liability Company (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under F.S. 608.439 (the "Act"). The converted Corporation (the "Converted Entity") will be organized under the laws of the State of Florida, and complies with the requirements of F.S. 608.439 in effecting the conversion. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization will be: **Raining Gold Mining, LLC.**
2. The Florida Corporation. The name of the Company immediately prior to filing this Certificate of Conversion is: **Raining Gold Mining, Inc.** (the "Company") The Company is a Florida Corporation that is duly incorporated, validly existing, and in good standing under the Business Corporation Act of the State of Florida. The Company is operating under Articles of Incorporation filed with the Florida Department of State on July 19, 2013 and the Florida Department of State's document number for the Company is **P13000061489.**
3. Name, Address and Registered Agent of Converted Entity. The Converted Entity will operate under the name of Raining Gold Mining, LLC. The mailing and principal address of the Company will be 2813 Executive Park Drive, Suite 102, Weston, FL 33331. The registered agent for service of process on Atomic USA, Inc. will be James Gagel, Esq., 2030 S. Douglas Road, Suite 109, Coral Gables, FL 33134.
4. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by Raining Gold Mining, LLC., and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity.

5. Tax Consequences of Conversion. It is the desire and intent of the Directors of the Company that the Conversion will be tax free to the members under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.
6. Further Actions and Effective Date of Conversion. Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing this Conversion Certificate with the Florida Department of State as required under the Act and the execution of all other necessary, including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to the Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Department of State (the "Effective Date").

Executed on this 9TH day of October, 2013.

Affirmation on Behalf of Florida Limited Liability Company

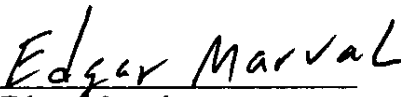
I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155.


James P. Gagel, Esq.
Incorporator
Designated Representative
Raining Gold Mining, LLC.

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Affirmation on Behalf of Raining Gold Mining, Inc.

I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155.


Edgar Marval
Director, President, Secretary
Raining Gold Mining, Inc.

**Articles of Organization
of
Raining Gold Mining, LLC.**

The undersigned, acting as Organizer and Authorized Representative of a limited liability company under the Florida Limited Liability Company Act, adopts the following articles of organization for such limited liability company:

Article I. Name

The name of the Limited Liability Company is Raining Gold Mining, LLC.

Article II. Duration

The period of the company's duration is perpetual.

Article III. Purposes

- 3.01. The Limited Liability Company has the powers provided for under all applicable Florida corporate laws
- 3.02. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida.
- 3.03. The company may, in its Operating Agreement, confer powers, not in conflict with law, on its managers, members, and managing members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

Article IV. Mailing Address and Principal Place of Business

The mailing address and the company's principal place of business in this state is:
2813 Executive Park Drive, Suite 102, Weston, FL 33331.

Article V. Name and Address of Initial Registered Agent and Registered Office

- 5.01. The company's initial Registered Agent is: James Gagel, Esq.
- 5.02. The address of the company's initial Registered Office is:
2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134.

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TALLAHASSEE, FLORIDA

Article VI. Managing Members, Members, Capital, and Additional Members

6.01. The names and addresses of the company's Managing Members are:

<u>Name</u>	<u>Address</u>
Edgar Marval	2813 Executive Park Drive, Suite 102, Weston, FL 33331
Mohannad Ilbih	2813 Executive Park Drive, Suite 102, Weston, FL 33331
Jorge Mendez	2813 Executive Park Drive, Suite 102, Weston, FL 33331

6.02. Additional members shall be admitted upon the written consent of 100% of all the Members.

Article VII. Voting

7.01. Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote.

7.02. Cumulative voting is not allowed.

7.03. There are no preemptive rights on behalf of any Member.

Article IX. Authorized Representative of Member / Organizer

The name and address of the Authorized Representative of the Members and the Organizer is:

<u>Name</u>	<u>Address</u>
James Gagel, Esq.	2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134

Article X. Operating Agreement

10.01. The Members shall adopt the Operating Agreement.

10.02. The powers to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the Members.

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TALLAHASSEE, FLORIDA

Article XI. Majority Voting

With respect to any matter, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

Article XII. Indemnification

12.01. The company shall indemnify every Member, and Managing Member, and his or her, executors and administrators, against expenses actually and reasonably incurred, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the Member, Manager or Managing Member may be made a party by reason of having been a manager of this limited liability company.

12.02. This indemnification is being given because the Member, Manager or Managing Member will be requested by the company to act for and on behalf of the company and for the company's benefit.

12.03. This indemnification is not exclusive of other rights to which the Member, Manager or Managing Member may be entitled.

12.04. The Member, Manager or Managing Member are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

12.05. A Member, Manager or Managing Member shall be liable to the company for the following actions:

- (a) Any breach of his or her duty of loyalty to the company, or to its members;
- (b) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- (c) A transaction in which the manager benefits to the detriment of the company or its members;
- (d) An action for which the manager is liable at law and for which an indemnification is not allowed.

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Article XIII. Company Actions

- 13.01. Any action required by the Florida Limited Liability Company Act, and any amendments to the Act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.
- 13.02. Any action which may be taken at any annual or special meeting of Members or Managers of the Limited Liability Company may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the Managers, or the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.
- 13.03. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.
- 13.04. Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

Article XIV. Restrictions on Transferability

- 14.01. The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Operating Agreement of the Limited Liability Company, which will be kept with the records of the Limited Liability Company.
- 14.02. The Limited Liability Company shall provide a copy of the Operating Agreement without charge to any record holder of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

Article XV. Continuity of Business

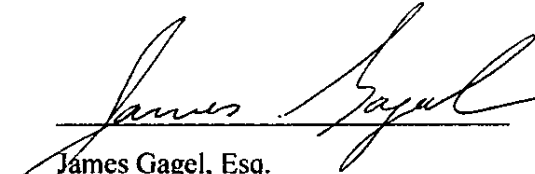
- 15.01. All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdrawal of a member.

IN WITNESS WHEREOF, I have hereunto set my hand on October 9, 2013.

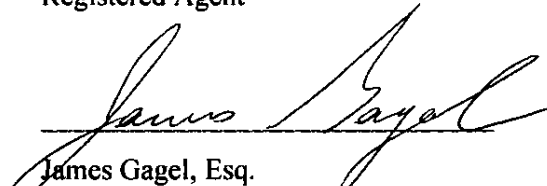
Acceptance of Appointment as Registered Agent

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.

The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true. F.S.608.408(3), F.S.817.155


James Gagel, Esq.
Registered Agent

Date: October 9, 2013


James Gagel, Esq.
Organizer

Date: October 9, 2013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F.L.B.