

P04000105935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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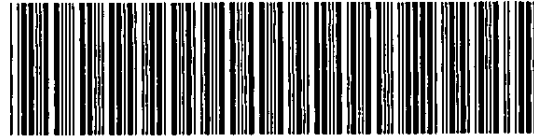
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 JUL 28 AM 11:28

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

JUL 28 2009

EXAMINER

July 28, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7617902 SO
Customer Reference 1: none given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Latin Media Investments Corporation (FL)
Conversion
Florida

Latin Media Investments Corporation (FL)
Obtain Document - Misc - obtain one (1) certified copy upon filing
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

*Please file 1st
then send to
be Apostilled for
Panama. Thank you!*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 28, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

CT Corp
Chris McNeair
Assistant Secretary

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

LATIN MEDIA INVESTMENTS CORPORATION

Enter Name of Florida Profit Corporation

FD4000 105935

2. The name of the "Other Business Entity" is:

LATIN MEDIA INVESTMENTS CORPORATION

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a _____ corporation
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of _____ the Republic of Panama
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies the applicable laws governing the "Other Business Entity."

Pursuant to said conversion, the Florida corporation will be re-domiciled to the Republic of Panama and the "Other Business Entity" will continue as a Panamanian corporation.

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: _____ [10 days after Florida filing]

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

8. This conversion shall be effective in Florida on: [10 days after Florida filing].
(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; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
Plaza 2000 Building

Floors 5 & 12, 50th Street and 53rd Marbella, Panama, Republic of Panama

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: c/o Finser Corporation

121 Alhambra Plaza, Suite 1400, Coral Gables, FL 33134

Mailing Address: same as above

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 17th day of July 2009

Signature: [Signature]

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Director or Officers have not been selected, an Incorporator.)

Printed Name: Steven I. Bandel Title: Director and President

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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