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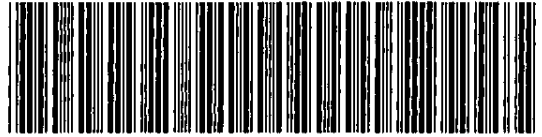
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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M. THOMAS

NOV 10 2008

EXAMINER

LAW OFFICES OF
BRYN & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW
ONE BISCAYNE TOWER, SUITE 2680
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

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MARK J. BRYN
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JESSICA L. KONE
jessica@markbryn.com
*ALSO ADMITTED TO NY BAR

November 5, 2008

Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

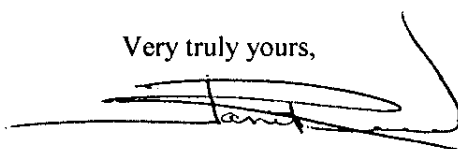
RE: Pago 365, LLC
Document No.: L08000102937

To Whom It May Concern:

Enclosed is a Certificate of Conversion together with the attached Articles of Incorporation and payment of the filing fee in the amount of \$105.00.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Janet Reed
Paralegal


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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
of
a Florida Limited Liability Company
into
a Florida Profit Corporation


This Certificate of Conversion and attached Articles of Incorporation are submitted to convert a Florida Limited Liability Company into a Florida Profit Corporation in accordance with §607.1115, Florida Statutes, as follows:

- FIRST:** The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is Pago 365, LLC first organized under the laws of Florida on November 4, 2008. *L08 000 102937*
- SECOND:** The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: Pago 365, Inc.
- THIRD:** The effective date and time shall be the date of the filing of this Certificate of Conversion by the Department of State for the State of Florida.

Signed this 5th day of November, 2008.



Mark J. Bryn
Incorporator, Pago 365, Inc.



Mark J. Bryn
authorized representative of member of Pago 365, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PAGO 365, INC.**

A FLORIDA PROFIT CORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1

The name of the corporation is **Pago 365, Inc.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Fifty Million (50,000,000) shares of capital stock, \$.0001 par value per share, which capital stock is designated as Common Stock.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Jorge L. Fernandez
7750 SW 117 Avenue
Suite 306
Miami, Florida 33183

ARTICLE VII

The name of the initial president of the corporation is:

Jorge L. Fernandez
7750 SW 117 Avenue
Suite 306
Miami, Florida 33183

ARTICLE VIII

The name and address of the incorporator signing these Articles is:

Mark J. Bryn
2 South Biscayne Boulevard
Suite 2680
Miami, Florida 33131

ARTICLE IX

The name and address of the initial Registered Agent and the initial Registered Office is:

Mark J. Bryn
2 South Biscayne Boulevard
Suite 2680
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE X

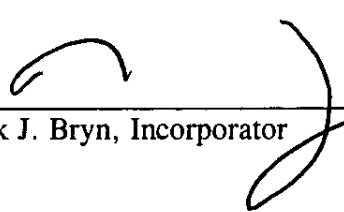
The initial By-laws of the corporation shall be adopted by the directors. Thereafter, By-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE XI

The principal place of business and mailing address of this corporation is:

7750 SW 117 Avenue
Suite 306
Miami, Florida 33183

EXECUTED at Miami-Dade County, Florida, this 5th day of November, 2008



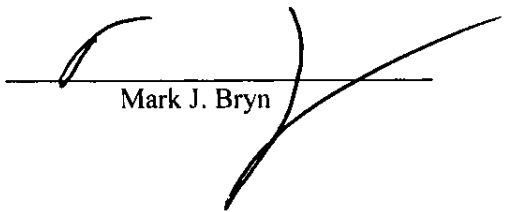
Mark J. Bryn, Incorporator

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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

PAGO 365, INC. desiring to organize under the laws of the State of Florida hereby designates Mark J. Bryn as its registered agent at 2 South Biscayne Blvd, Suite 2680, Miami, Florida 33131, as its registered office.



Mark J. Bryn