

P09000018434

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/24/09--01003--010 **113.75

RECEIVED

09 FEB 23 PM 3:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

09 FEB 24 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

FEB 27 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446

OFFICE USE ONLY

WALK-IN

ENTITY NAME:

LATIN AMERICAN MEDIA PROPERTIES III

CK# 3805

AMOUNT \$113.75

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

XXX CERTIFICATE OF STATUS

FILED
09 FEB 24 PM 4:30
STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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09 FEB 26 AM 11:29

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

February 24, 2009

FLORIDA RESEARCH & FILING SERVICES
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301

SUBJECT: LATIN AMERICAN MEDIA PROPERTIES III, INC.
Ref. Number: W09000008549

FILED
09 FEB 24 PM 4:30
TALLAHASSEE, FLORIDA

We have received your document for LATIN AMERICAN MEDIA PROPERTIES III, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$113.75 payment.

In addition to the CERTIFICATE OF CONVERSION, you must submit a signed ARTICLES OF INCORPORATION document to form the resulting corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 109A00006356

*RE-SUBMITTING
W/CORRECTIONS - PLEASE
RETAIN ORIGINAL
SUBMISSION DATE
2-23-09

CERTIFICATE OF CONVERSION

Pursuant to Chapters 607 and 608, Florida Statutes, the following limited liability company hereby submits this certificate of conversion and the attached articles of incorporation to convert into a corporation.

ARTICLE 1

The conversion is permitted under the laws and governing documents applicable to each party to the conversion.

ARTICLE 2

The converting entity's name, principal office street address, jurisdiction, and entity type are listed below:

Latin American Media Properties III LLC
2600 SW 3rd Ave, Suite PH-B
Miami, FL 33129

L08 000104204

Jurisdiction: Florida

Entity Type: Limited Liability Company - Organized November 7, 2008

ARTICLE 3

The other business entity's name as set forth in the attached articles of incorporation, principal office street address, jurisdiction and entity type are listed below:

Latin American Media Properties III Inc.
2600 SW 3rd Ave, Suite PH-B
Miami, FL 33129

Jurisdiction: Florida

Entity Type: Corporation

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

ARTICLE 4

The attached Plan of Conversion meets the requirements of Chapter 608, Florida Statutes, and was approved by the members of the merging domestic limited liability company in accordance with Chapter 608, Florida Statutes.

ARTICLE 5

The attached Plan of Conversion was approved by the shareholders of the other business entity corporation in accordance with applicable law.

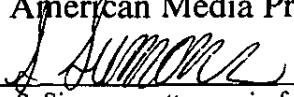
ARTICLE 6

The other business entity corporation has agreed to pay to any members of the converting limited liability company having appraisal rights the amount to which such members are entitled under Chapter 608, Florida Statutes.

ARTICLE 7

The conversion shall become effective as of the date this Certificate of Conversion is filed with the Florida Department of State.


Latin American Media Properties III LLC

By: 
by S. Simons as attorney-in-fact

Name: EUGENIO LOPEZ NEGRETE

Title: Manager

Latin American Media Properties III Inc.

By: 
by S. Simons as attorney-in-fact

Name: EUGENIO LOPEZ NEGRETE

Title: Director

Corporate Creations International Inc.
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PLAN OF CONVERSION

The following plan of conversion, which was adopted and approved by each party to the conversion in accordance with Chapters 607 and 608, Florida Statutes is being submitted.

1. The converting limited liability company's name and jurisdiction are listed below:

Name: Latin American Media Properties III LLC

Jurisdiction: Florida

2. The other business entity corporation's name and jurisdiction is listed below:

Name: Latin American Media Properties III Inc.

Jurisdiction: Florida

3. The terms and conditions of the conversion are as follows:

The converting limited liability company shall be converted into a corporation, and the effect of such conversion shall be as stated in Chapters 607 and 608 Florida Statutes. The converting limited liability company shall be converted into a corporation, the separate and corporate existence of the converting limited liability company shall cease, and the corporation shall continue its corporate existence under the laws of its state of incorporation and under its present name. The other business entity corporation shall possess and retain every interest of the converting limited liability company in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the converting limited liability company shall be vested in the other business entity corporation without further act or deed. The title/interest in all real estate vested in the converting limited liability company shall become vested in the other business entity corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the converting limited liability company shall be vested in the other business entity corporation without further act or deed. The other business entity corporation shall be liable for all of the obligations of the converting limited liability company existing effective as of the date the Certificate of Conversion is filed with the Florida Department of State. By virtue of the conversion and without any further action by the parties or otherwise: (a) all outstanding membership units and options to acquire shares of the converting entity shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Latin American Media Properties III Inc.

Article II. Address

The street and mailing address of the Corporation's initial principal office is:
Latin American Media Properties III Inc.
2600 SW 3RD AVENUE, SUITE PH-B
Miami FL 33129

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

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TALLAHASSEE, FLORIDA

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
EUGENIO LOPEZ NEGRETE
JUAN SALVADOR GONZALEZ

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

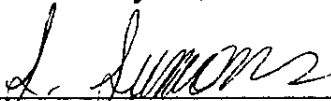
The name and address of the incorporator is:

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 24, 2009.

The undersigned incorporator executed these Articles of Incorporation on February 25, 2009 .



CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte President and Chief Strategy
by S. Simons as attorney-in-fact

Corporate Creations International Inc.
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Latin American Media Properties III Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.

Samantha Simons, Special Secretary

Date: 2/25/2009.

**Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107**