

P10000050217

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TOLSON

J. BRYAN

JUN 15 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BARRIOCUDA, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

MARY D. FODEN

Contact Person

BARRIOCUDA, INC.

Firm/Company

1641 SW 8TH STREET

Address

MIAMI, FL 33135

City, State and Zip Code

mary@barriocuda.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARY FODEN

Name of Contact Person

at ( 305 )

541-1338

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees and Certificate of Status    ☐ \$113.75 Filing Fees and Certified Copy    ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

FILED  
10 JUN 15 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FILED**  
JUN 15 PM 12:00  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

BARRIOCUDA, LLC. #L10000042317

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

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

on APRIL 15, 2010  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

BARRIOCUDA, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: date of 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 listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 8th day of June, 20 2010.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Mary D. Foden

Printed Name: Mary D. Foden Title: Co-CEO

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: Erwin Luis Gonzalez

Printed Name: Erwin Luis Gonzalez Title: Managing Member

Signature: Mary D. Foden

Printed Name: Mary D. Foden Title: Managing Member

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I    NAME**

The name of the corporation shall be:

BARRIOCUDA, INC.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailling address is:

1641 SW 8TH STREET, MIAMI, FL 33135

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

Provider of social commerce website that offers a daily deal on the local goods, activities, services and events.

**ARTICLE IV    SHARES**

The number of shares of stock is:

10,000

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Erwin Luis Gonzalez, 1641 SW 8th St. Miami, FL 33135, co-Chief Executive Officer  
Mary D. Foden, 1641 SW 8th St. Miami, FL 33135, co-Chief Executive Officer

**ARTICLE VI    REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Mary D. Foden, 1641 SW 8th Street, Miami, FL 33135

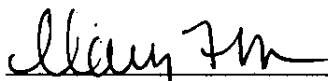
**ARTICLE VII    INCORPORATOR**

The name and address of the Incorporator is:

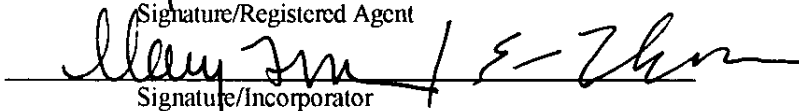
1641 SW 8th Street, Miami, FL 33135

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*



Signature/Registered Agent



Signature/Incorporator

6/8/10

Date

6/8/10

Date

