

PI 0000078057

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

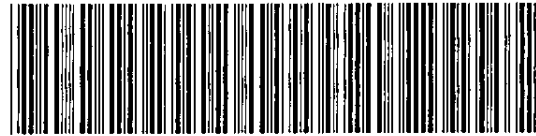
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10 SEP 27 PM 12:45

B. KOHR

SEP 27 2010

EXAMINER

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10 SEP 27 PM 12:45

VALIDATION ONLY

9/23/10
RAMSAN PROFESSIONAL
Requestor's Name
5849 West Flagler Street
Address
Miami, FL 33144
City State ZIP Phone
(305) 261-3225

CORPORATION(S) NAME

TERRAVAL, LLC

+0

TERRAVAL CORP

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Merger
- Mark
- Other CONVERSION
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
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Name
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Document
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Acknowledgment
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FULL-STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 27 PM 12:45

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

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:

TERRAVAL, LLC LO7000108337
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 STATE OF FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on OCTOBER 24-2007
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:

STATE OF FLORIDA STATE

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

TERRAVAL CORP
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(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 23rd day of SEPTEMBER, 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: _____

Printed Name: Humberto J. Duque Title: PRESIDENT

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

Signature: _____

Printed Name: HUMBERTO J. DUQUE Title: _____

Signature: _____

Printed Name: _____ Title: _____

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

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

TERRAVAL CORP

ARTICLE II

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than ONE THOUSAND (\$1000.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services
5849 W Flager Street
Miami Florida 33144
Phone:(305)261-3225
Esther F.Alvarez,Accountant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 27 PM 12:45

ARTICLE VI

The Principal office of this corporation shall be:

7500 NW 25th Street Unit 7
Miami, Florida 33122

ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporacion, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

Humberto J Duque Carrera 26 20A Sur 10 Medellin, Colombia	President	50% Shares
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Adriana F Meza Carrera 26 20A Sur 10 Medellin, Colombia	Vice-President	50% Shares
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Maria E Alvarez 3869 Alcantara Avenue Medellin, Colombia	Director	
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ARTICLE VIII

The name and post office addresses of the subscriber to be Certificate of Incorporation is as follows:

Humberto J Duque
Carrera 26 20A Sur 10
Medellin, Colombia

ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interesty in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the futher right and power to, from time to time determine whether and to what extend, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

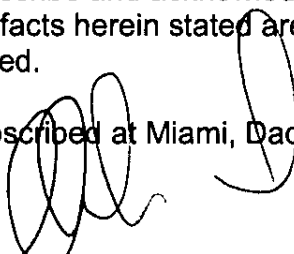
ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto ;and to exercise all the powers necesssary or convenient in or about the conducting of such busines.

To enter into general partnerships ,limited partnerships (whether the corporation be a limited or general partneship) joined ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set foth herein jointly or in common with others,so long as the corporation would have the power to do so alone.

We the undersigned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida ,do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 23rd days of September, 2010.



Humberto J Duque
President

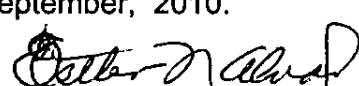
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

Before me, the undersigned authority, duly to administer oaths and receive acknowledgements. personally appeared:

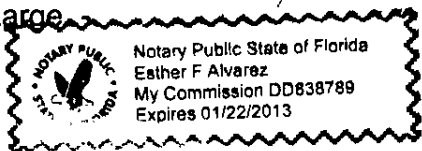
----- HUBERTO J DUQUE -----

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida, this 23rd days of September, 2010.



Notary Public-State of Florida
at Large



CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That: **TERRAVAL CORP**

is qualified to do business under laws of the State of Florida, with its principal office at:

7500 NW 25th Street – Unit 7
MIAMI, FLORIDA 33122

And has appointed:

Maria E Alvarez
7500 NW 25th Street - 7
Miami, Florida 33122

As its agent to accept services of process within this State.

ACKNOWLEDGEMENTS

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Maria E Alvarez
REGISTER AGENT