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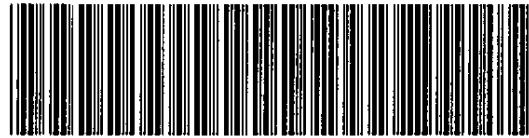
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INVERSIONES HOLDINGS, 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:

Rita Occhionero

Contact Person

Roetzel & Andress

Firm/Company

350 East Las Olas Blvd., Suite 1150

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

dbergman@ralaw.com

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

For further information concerning this matter, please call:

Rita Occhionero

Name of Contact Person

at (954) 759-2727

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
INVERSIONES.COM, LLC, A FLORIDA LIMITED LIABILITY COMPANY
INTO
INVERSIONES HOLDINGS, INC., A FLORIDA CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the Inversiones.com, LLC, a Florida limited liability company (the **"Other Business Entity"**) into Inversiones Holdings, Inc., a Florida corporation (the **"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 **"Inversiones.com, LLC."** *LO9-51266*
2. The Other Business Entity is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on May 27, 2009.
3. The name of the Corporation as set forth in the attached Articles of Incorporation is **"Inversiones Holdings, Inc."**
4. Upon conversion of the Other Business Entity into the Corporation, each outstanding share of the Other Business Entity will be automatically converted into one (1) share of common stock, \$.01 par value, of the Corporation.
5. The conversion is permitted by the applicable law(s) governing the Other Business Entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.
6. The Other Business Entity currently exists on the official records of the Secretary of State of Florida.

Signed this 28th day of July, 2011.

INVERSIONES.COM, LLC

By: 

Michael A. Konig, President

Required Signature on behalf of "Other Business Entity":

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes.


Dale S. Bergman, Authorized Representative

Dated: July 28, 2011

**ARTICLES OF INCORPORATION
OF
INVERSIONES HOLDINGS, INC.**

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA") does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Inversiones Holdings, Inc. (the "**Corporation**").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address is 20900 N.E. 30th Avenue, Second Floor, Aventura, Florida 33180. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE IV
NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the FCBA and the laws of the United States of America.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares of all classes on capital stock which this Corporation shall have authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of common stock, par value \$.01 per share (the "**Common Stock**"), and (ii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "**Preferred Stock**").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. PROVISIONS RELATING TO THE PREFERRED STOCK:

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and

expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof and the following:

(a) Whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) The number of shares to constitute the class or series and the designations thereof;

(c) The preference and relative, participants optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) The dividend rate, if any, whether any such dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when any such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of or upon any distribution of the assets of the Corporation;

(h) Whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price, ratio or rate at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable and in the best interests of the Corporation.

The shares of each class or series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

B. PROVISION RELATING TO THE COMMON STOCK:

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

C. GENERAL PROVISIONS:

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of this Corporation is R&A Agents, Inc., 350 East Las Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301, Attention: Dale S. Bergman, Esq.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is Dale S. Bergman, Esq., Roetzel & Andress, 350 East Las Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301.

ARTICLE VIII
SHAREHOLDER MEETING

The Corporation shall hold a special meeting of Shareholders only:

1. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
2. If the holders of not less than forty percent (40%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall have no less than one (1), nor more than five (5) Directors. The number of Directors may be altered from time to time in accordance with the Corporation's Bylaws. The member of the initial Board of Directors is Michael Konig.

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the Shareholders.

ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FCBA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the

further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this **Article XI** shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.


ARTICLE XII **INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XIII **AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 28th day of July 2011.



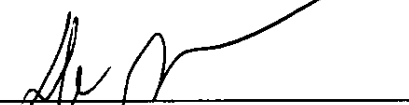
Dale S. Bergman, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

REGISTERED AGENT:

R&A AGENTS, INC.,
a Florida corporation

By: 

Dale S. Bergman

Dated: July 28, 2011