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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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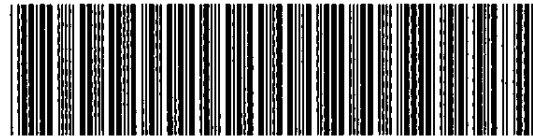
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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W13-39759

JUL 17 2013

J. BRYAN

DuaneMorris

FIRM and AFFILIATE OFFICES

TARA L. MILLER, FRP
FLORIDA REGISTERED PARALEGAL
DIRECT DIAL: 561.962.2113
PERSONAL FAX: 561.516.6320
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www.duanemorris.com

July 11, 2013

VIA FEDEX

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

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ALLIANCE WITH
MIRANDA & ESTAVILLO

Re: Conversion of S Cubed Holdings GP, Inc., a Florida corporation, into S Cubed Holdings GP, LLC, a Florida limited liability company

Dear Sir/Madam:

The enclosed Certificate of Conversion, Articles of Organization, and required filing fees are hereby submitted to convert S Cubed Holdings GP, Inc., an "Other Business Entity," into S Cubed Holdings GP, LLC, a "Florida Limited Liability Company," in accordance with §608.439, Florida Statutes.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address for annual report notifications is tlmiller@duanemorris.com.

For further information concerning this matter, please contact attorney, Jerome L. Wolf, at the number below.

Best regards,



Tara L. Miller, FRP
Florida Registered Paralegal

DUANE MORRIS LLP

BOCA CENTER TOWER II, 5100 TOWN CENTER CIRCLE, SUITE 650
BOCA RATON, FL 33486-9000

PHONE: +1 561 962 2100 FAX: +1 561 962 2101



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 15, 2013

TARA L MILLER, FRP
DUANE MORRIS
5100 TOWN CENTER CIRCLE, SUITE 650
BOCA RATON, FL 33486-9000

SUBJECT: S CUBED HOLDINGS GP, LLC
Ref. Number: W13000039759

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TALLAHASSEE, FLORIDA

We have received your document for S CUBED HOLDINGS GP, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the Certificate of Conversion and Articles of Organization total \$150.00 (\$25 filing fee for the Certificate of Conversion, \$100 filing fee for the Articles of Organization, and \$25 for the Registered Agent Designation). Enclose an additional \$30 for each certified copy requested and an additional \$5 for each certificate of status requested.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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) 245-6051.

Joey Bryan
Regulatory Specialist II

Letter Number: 313A00017192

**CERTIFICATE AND PLAN OF CONVERSION
FOR
S CUBED HOLDINGS GP, INC.
INTO
S CUBED HOLDINGS GP, LLC**

FILED
2013 JUL 16 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **S CUBED HOLDINGS GP, INC.**, a Florida corporation (the "Corporation"), into **S CUBED HOLDINGS GP, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **S CUBED HOLDINGS GP, INC.**, a Florida corporation, was formed on September 30, 2002. #P02000105152
2. The name of the Florida limited liability company is **S CUBED HOLDINGS GP, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion shall be effective July 18, 2013.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by the sole shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by the sole shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by such (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned has executed this Certificate and Plan of Conversion effective as of the 18 day of July, 2013.

S CUBED HOLDINGS GP, INC.,
Converting Entity

By: [Signature]
STACY STODNIK, President

S CUBED HOLDINGS, GP, LLC,
Resulting Entity

By: [Signature]
STACY STODNIK, President

EXHIBIT A

ARTICLES OF ORGANIZATION
OF
S CUBED HOLDINGS GP, LLC
(a Florida limited liability company)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
S CUBED HOLDINGS GP, LLC
(a Florida limited liability company)**

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TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **S CUBED HOLDINGS GP, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

2875 NE 191st Street, Suite 400
Aventura, FL 33180

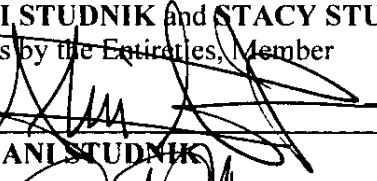
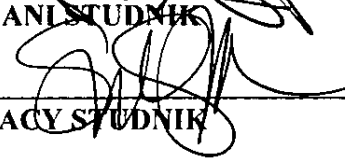
**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

JOAN PAPADAKIS
2875 NE 191st Street, Suite 400
Aventura, FL 33180

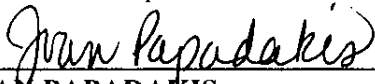
The undersigned Member has executed these Articles of Organization effective as of the 18 day of July, 2013.

SHANI STUDNIK and STACY STUDNIK, as
Tenants by the Entireties, Member

By: 
SHANI STUDNIK
By: 
STACY STUDNIK

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **S CUBED HOLDINGS GP, LLC** at the place designated in Article III of the Articles of Organization, **JOAN PAPADAKIS** hereby accept the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. **JOAN PAPADAKIS** is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.



JOAN PAPADAKIS
Date: July 2, 2013

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