

L1300 0114689

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

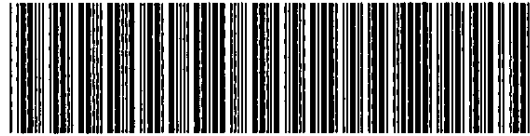
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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08/13/13--0103U--001 **180.00

~~J. S. MOORE~~ AUG 14 2013

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 AUG 13 AM 10:46

FILED

August 12, 2013

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

**RE: Filing Articles of Conversion
ZENGOTITA CIGAR COMPANY LLC
LZ order # 506263136**

Dear Sir or Madam:

Attached for filing please find the Articles of Conversion of the above-referenced corporation. Enclosed, please find a check for \$180.00 for the filing fee and certified copy fee. Please process this application as quickly as possible and send the filed copy to me at the address below:

Legalzoom.com, Inc.
100 W. Broadway Suite 100
Glendale, CA 91210

If you have any questions, please call me at (323) 962-8600. Thank you for your help in this matter.

Sincerely,

Tony Burroughs
LegalZoom.com

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TALLAHASSEE, FLORIDA
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZENGOTITA CIGAR COMPANY LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Tony Burroughs
(Contact Person)
Legalzoom.com, Inc.
(Firm/Company)
100 W. Broadway Suite 100
(Address)
Glendale, CA 91210
(City, State and Zip Code)

For further information concerning this matter, please call:

Tony Burroughs at (323) 962-8600
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 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
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

ZENGOTITA CIGAR COMPANY

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, 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 07/08/2010

(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 Limited Liability Company as set forth in the attached **Articles of Organization**:

ZENGOTITA CIGAR COMPANY LLC

(Enter Name of Florida Limited Liability Company)

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 Organization, if an effective date is listed therein.)

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TALLAHASSEE, FLORIDA

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Signed this 8 day of Aug 2013.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Terry Russell
Printed Name: Terry Russell Title: Member

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

Signature: Terry Russell
Printed Name: Terry Russell Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:
Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:
Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ZENGOTITA CIGAR COMPANY LLC

(Must end with the words "Limited Liability Company," the abbreviation "LLC.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

4518 Cinnamon Dr

4518 Cinnamon Dr

Sarasota, FL 34238

Sarasota, FL 34238

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Terry Russell

Name

4518 Cinnamon Dr

Florida street address (P.O. Box **NOT** acceptable)

Sarasota

FL 34238

City, State, and Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Terry Russell Terry Russell

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Terry Russell

4518 Cinnamon Dr

Sarasota, FL 34238

(Use attachment if necessary)

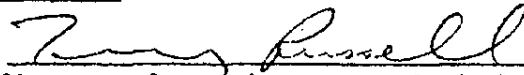
ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

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ALBANY, FLORIDA

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Terry Russell

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)