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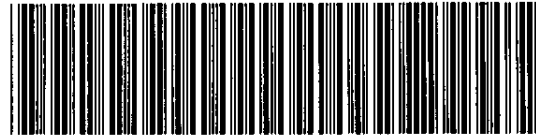
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M. MILLIGAN

DEC 06 2016



ATTORNEYS AT LAW

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December 5, 2016

Via email to Michelle.Milligan@DOS.MyFlorida.com;

Michelle,

Per our conversation, attached please find the executed documents evidencing the conversion of The Sandbar & Kitchen, Inc., a Florida corporation, into the Sandbar & Kitchen, LLC, a Florida limited liability company. In connection with the filing of the attached documents, you are authorized to deduct \$150.00 (or such other amount as may be necessary to effect the filing of the attached documents) from our firm's Sunbiz e-file account, which amount represents your fee to file the conversion documents. Our Sunbiz account number is 076666002273.

Please let me know if you have any questions.

As always, thanks very much for your help – we appreciate it:

A handwritten signature in black ink, appearing to be "JR" followed by a stylized flourish.

Jason Rudderman

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**CERTIFICATE OF CONVERSION
OF
THE SANDBAR & KITCHEN, INC.
INTO
THE SANDBAR & KITCHEN, LLC**

2016 DEC -5 PM 3:52
RECEIVED
JACKSONVILLE
FLORIDA

This Certificate of Conversion is submitted for the purpose of converting THE SANDBAR & KITCHEN, INC., a Florida corporation, into THE SANDBAR & KITCHEN, LLC, a Florida limited liability company, in accordance with the provisions of Chapter 607 and Chapter 605, Florida Statutes, respectively.

1. THE SANDBAR & KITCHEN, INC., a Florida corporation, has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 607, Florida Statutes, and such Conversion complies with the applicable laws governing the converted limited liability company.

2. The name of the Florida limited liability company arising from the Conversion is "THE SANDBAR & KITCHEN, LLC" as set forth in the Articles of Organization attached hereto as Exhibit A.

3. The principal place of business of THE SANDBAR & KITCHEN, LLC is 1401 South Fletcher Avenue, Fernandina Beach, Florida 32034.

4. The Plan of Conversion governing the Conversion was approved by written consent of the board of directors and written consent of the sole shareholder of THE SANDBAR & KITCHEN, INC. in accordance with the provisions of Chapter 607 of Florida Statutes.

5. The Conversion shall be effective upon filing of this Certificate of Conversion with the Secretary of State of the State of Florida.

6. If the Conversion shall give rise to appraisal rights, THE SANDBAR & KITCHEN, LLC shall pay to shareholders having such appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the Florida Statutes.

Dated: November 30, 2016

THE SANDBAR & KITCHEN, INC.

By: Michelle Seder

Name: Michelle Seder

Its: Vice President

Exhibit A

Articles of Organization

(See attached)

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**ARTICLES OF ORGANIZATION
OF
THE SANDBAR & KITCHEN, LLC**

FILED
2016 DEC -5 PM 3:52
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended, superseded or replaced (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is The Sandbar & Kitchen, LLC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Company is 1401 South Fletcher Avenue, Fernandina Beach, Florida 32034.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1401 South Fletcher Avenue, Fernandina Beach, Florida 32034 and the name of its initial registered agent at such address is Michelle Seder.


ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company is Kevin Dooner.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 30 day of November, 2016. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Michelle Seder

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- I. The name of the limited liability company is:

The Sandbar & Kitchen, LLC

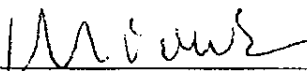
2. The name and address of the registered agent and office are:

**Michelle Seder
1401 South Fletcher Avenue
Fernandina Beach, Florida 32034**

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.

Dated: November 30, 2016

Signature of Registered Agent



Michelle Seder

FILED
2016 DEC -5 PM 3:52
STATE OF FLORIDA
CLERK OF THE COURT