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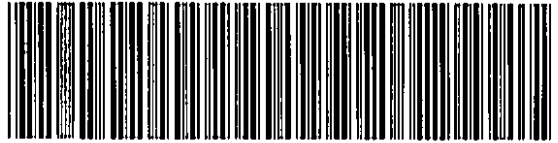
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE

2020 AUG 31 PM 4:48

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AUG 31 - 2020

ARTICLES OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY

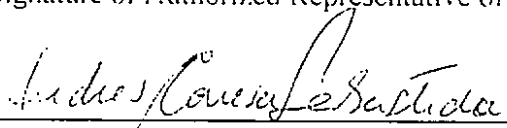
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2020 AUG 31 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FL

This Articles 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.605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **GOLDEN BAR PROPERTIES LLC**
2. The "Other Business Entity" is a Limited Liability Company, first incorporated under the laws of the State of Delaware on January 25, 2005.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **GOLDEN BAR PROPERTIES LLC**
4. These Articles of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida.
5. The plan of conversion has been approved in accordance with all applicable statutes.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1061-605.1072, F.S.

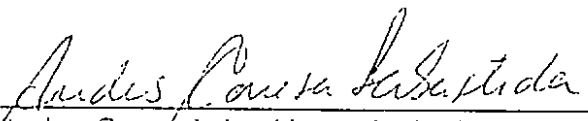
Signed this 26th day of August, 2020

Signature of Authorized Representative of Limited Liability Company:



Andres Conesa Labastida, Manager

Signature on behalf of the Other Business Entity



Andres Conesa Labastida, Authorized Representative
of the Member

ARTICLES OF ORGANIZATION
OF
GOLDEN BAR PROPERTIES LLC

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2020 AUG 31 PM 4:48
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be GOLDEN BAR PROPERTIES LLC, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida is 2600 South Douglas Road, PH10, Coral Gables, Florida 33134, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.
L A W Y E R S

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this company is 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company at this address is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Manager: Andres Conesa Labastida

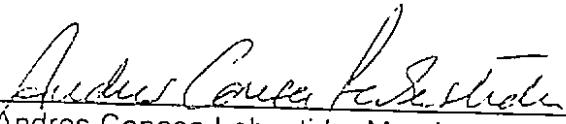
whose mailing address shall be the same as the principal office of the Company.



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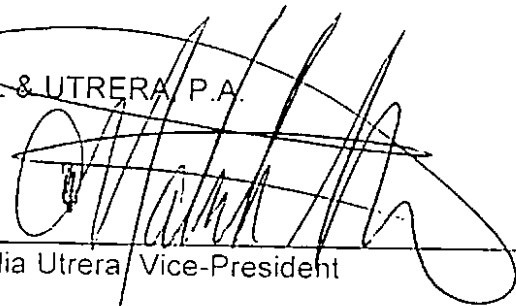
IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 26th day of August, 2020



Andres Conesa Labastida, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes

SPIEGEL & UTRERA, P.A.

By: _____
Natalia Utrera Vice-President



SPIEGEL & UTRERA, P.A.
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