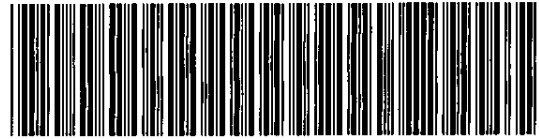


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02/13/13--01001--007 **55.00

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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13 FEB 12 PM 12:00

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 02/12/2013

REF. #: 000150.180865

CORP. NAME: MB MANAGEMENT, L.C. (a Florida LLC) converting to MB MANAGEMENT FLORIDA, LLC (a Delaware LLC)

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

~~FILE FIRST~~

STATE FEES PREPAID WITH CHECK# 103382 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
MB MANAGEMENT, L.C. (a Florida LLC)
INTO
MB MANAGEMENT FLORIDA, LLC (a Delaware LLC)

The undersigned, the sole manager and a duly authorized signatory of **MB MANAGEMENT, L.C.**, a Florida limited liability company (the "Converting Company"), for the purpose of converting the Converting Company from a Florida limited liability company into a Delaware limited liability company pursuant to Section 608.4401 of the Florida Statutes, certifies that:

1. The name of the Converting Company at the time of its organization was "**OBR MANAGEMENT, L.C.**" and its name immediately prior to the filing of this Certificate of Conversion was "**MB MANAGEMENT, L.C.**". The name of the Delaware limited liability company into which the Converting Company shall be converted is "**MB MANAGEMENT FLORIDA, LLC**".
2. The Converting Company was organized under the laws of Florida on October 19, 1993.
3. The Converting Company intends to be authorized to transact business in Florida if required to do so, but in the event it is not for any reason, then it appoints the Florida Department of State as its agent for service of process in any proceeding to enforce obligations of the Converting Company, including any appraisal rights of its members under Sections 608.4351-608.43595 of the Florida Statutes, and the following address may be used as the street and mailing address by the Department of State for purposes of Section 48.181 of the Florida Statutes:

4835 Collins Avenue, Suite 801
Miami Beach, Florida 33140
Attn: Joel Simmonds
4. The Converting Company has converted into a Delaware limited liability company in accordance with Chapter 608 of the Florida Statutes and the applicable provisions of the Delaware Limited Liability Company Act.
5. The Plan of Conversion was approved by the Converting Company in accordance with Chapter 608 of the Florida Statutes.
6. The principal office address of the Converting Company after the conversion shall be:

4835 Collins Avenue, Suite 801
Miami Beach, Florida 33140

7. The Converting Company has agreed to pay to any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, if applicable.

8. This conversion was effective in the State of Delaware on February 11, 2013.

9. The effective date of filing for this Certificate of Conversion shall be February 11, 2013.

The undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Company on February 11, 2013.

By: _____

Name: Jacques-Gaston Murray

Title: Manager of Converting Company