

P080000 74425

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
2008 AUG - 8 AM 10:51
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

AUG - 8 2008

EXAMINER

Holland & Knight, LLP
 Requestor's Name
 315 South Calhoun Street, Suite 600
 Address
 Tallahassee, FL 32301 425-5686
 City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Presidential Cafe Holding, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 SECRETARY OF STATE

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

Cert. of Conversion

Examiner's Initials	
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CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA PROFIT CORPORATION

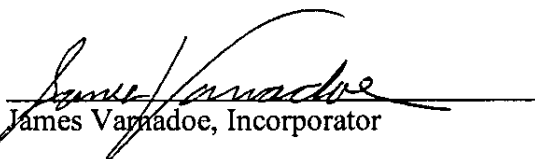
This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is PRESIDENTIAL CAFE HOLDING LLC.
L08000050699
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on May 21, 2008.
3. The jurisdiction of the "Other Business Entity" has not changed since its date of formation.
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation** is PRESIDENTIAL CAFE HOLDING INC.
5. This Certificate of Conversion shall be effective on the date of filing.

Signed this 30th day of July, 2008.

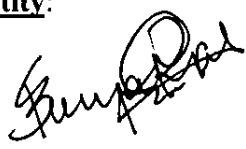
Required Signatures for Florida Profit Corporation

Signature of Chairman, Vice Chairman, Director, Officer or if Directors or Officers have not been selected, an Incorporator:


James Varnadoe, Incorporator

Required Signature(s) on behalf of Other Business Entity:

Signature of a Member or Authorized Representative:


By: _____
Name: BENJAMIN ROSALES
Title: PRESIDENT / CEO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRESIDENTIAL CAFE HOLDING INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of PRESIDENTIAL CAFE HOLDING INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is PRESIDENTIAL CAFE HOLDING INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal place of business and mailing address of the Corporation is:

1395 Brickell Avenue
Suite 610
Miami, FL 33131

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1111 Brickell Avenue, Suite 1142, Miami, FL 33131 and the name of the Corporation's initial registered agent at that address is Giroski Operating LLC.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

1395 Brickell Avenue
Suite 610
Miami, FL 33131

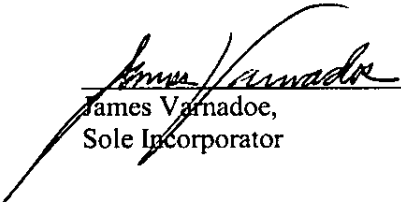
ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 30th day of July, 2008.


James Varnadoe,
Sole Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PRESIDENTIAL CAFE HOLDING INC. desiring to organize under the laws of the
State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1111
Brickell Avenue, Suite 1142, Miami, FL 33131 has named Giroski Operating LLC as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the
place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of
that position.

Dated this 30th day of July, 2008.

Giroski Operating LLC

By: 

Name: Benjamin Rosales

Title: President/CEO

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