

350978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies

2

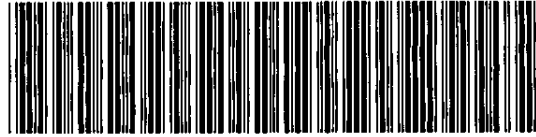
Certificates of Status

2

Special Instructions to Filing Officer:

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6068(2) cc  
6086(2) cus

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06/27/16--01013--006 \*\*70.00

RECEIVED  
DEPT. OF STATE  
16 JUN 27 AM 11:45

FILED  
16 JUN 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Conversion*

JUN 28 2016  
D CONNELL

CT

June 27, 2016

Secretary of State, Florida  
2661 Executive Circle Center  
Tallahassee FL 32301

Re: Order #: 10060362 SO  
Customer Reference 1: None Given  
Customer Reference 2:

Dear Secretary of State, Florida :

Please obtain the following:

Southern Wine & Spirits of America, Inc. (FL)  
Conversion  
Florida

Southern Wine & Spirits of America, Inc. (FL)  
Obtain Document - Misc - Certified Copy - Evidence (copy  
1)  
Florida

Southern Wine & Spirits of America, Inc. (FL)  
Obtain Document - Misc - Certified Copy - Evidence (copy  
2)  
Florida

Southern Wine & Spirits of America, Inc. (FL)  
Obtain Document - Misc - Cert Re: Conversion (copy 1)  
Florida

Southern Wine & Spirits of America, Inc. (FL)  
Obtain Document - Misc - Cert Re: Conversion (copy 2)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-4092.

Thank you very much for your help.

205-8942

Connie Bryan

I Need  
② Certified Copies  
of Conversion  
and  
② Certificates  
Re: Conversion

Thank  
You!

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Southern Wine & Spirits of America, Inc.  
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Daniel Connelly  
Contact Person

Hogan Lovells US LLP  
Firm/Company

100 International Drive, Suite 2000  
Address

Baltimore, MD 21202  
City, State and Zip Code

daniel.connelly@hoganlovells.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Connelly at ( 410 ) 659-5073  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee<br>and Certificate of<br>Status | <input type="checkbox"/> \$43.75 Filing Fee<br>and Certified Copy | <input checked="" type="checkbox"/> \$52.50 Filing Fee,<br>Certified Copy, and<br>Certificate of Status |
|---|---|---|---|

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

**FILED**  
16 JUN 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Southern Wine & Spirits of America, Inc.

**Enter Name of Florida Profit Corporation**

2. The name of the "Other Business Entity" is:

Southern Wine & Spirits of America, LLC

**Enter Name of "Other Business Entity"**

3. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: June 27, 2016

8. This conversion shall be effective in Florida on: June 27, 2016  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

1600 NW 163rd Street, Miami, FL 33169

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, FL 33134

Mailing Address: **SAME AS ABOVE**

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 16 day of June 2016.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: \_\_\_\_\_ Title: Lee F. Hager, Executive Vice President

<b>Fees:</b> Filing Fee:	\$35.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)