

A06000001132

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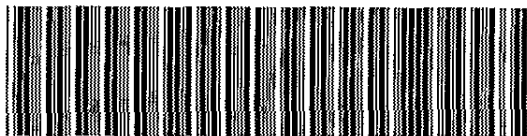
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2006 SEP 25 A 9:03  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP 25 AM 10:44  
TO AG KNOWLEDGE  
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 476211 11626A

AUTHORIZATION :

COST LIMIT : \$ 1105.00

ORDER DATE : September 25, 2006

ORDER TIME : 10:07 AM

ORDER NO. : 476211-010

CUSTOMER NO: 11626A

FILED  
2006 SEP 25 A 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST BEVERAGE SALES, L.P.

EFFECTIVE DATE:

XX ARTICLES OF ~~AMENDMENT~~ *CONVERSION*  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 25, 2006

KELLY COURTNEY  
CSC  
TALLAHASSEE, FL

SUBJECT: SUNCOAST BEVERAGE SALES, L.P.  
Ref. Number: W06000041998

2006 SEP 25 A 9:00  
SECRETARY OF  
TALLAHASSEE, FL

FILED

We have received your document for SUNCOAST BEVERAGE SALES, L.P. and your check(s) totaling \$1105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name SUNCOAST BEVERAGE SALES, LLLP would not be available because it is too similar to SUNCOAST BEVERAGE SALES, LTD.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 106A00057096

**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Limited Partnership or Limited Liability Limited Partnership**

This Certificate of Conversion and attached Certificate of Limited Liability Limited Partnership are submitted to convert the following Delaware limited partnership, the "Other Business Entity," into a Florida limited liability limited partnership in accordance with Section 620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Suncoast Beverage Sales, L.P.
2. The "Other Business Entity" is a limited partnership first formed under the laws of Delaware on May 2, 1990.
3. The name of the Florida limited liability limited partnership as set forth in the attached Certificate of Limited Liability Limited Partnership is Suncoast Beverage Sales, L.L.P.
4. The conversion was approved as required by Chapter 620, Florida Statutes, and was approved in such a manner that complied with the converting organization's governing law.
5. The effective date is the date upon which this Certificate of Conversion and the attached Certificate of Limited Liability Limited Partnership are filed with the Florida Department of State.

Signed this 22<sup>nd</sup> day of September, 2006.

SUNCOAST BEVERAGE SALES, LLLP

By: SB Management, LLC, a Florida  
limited liability company, General  
Partner

By: Michael M. Mitchell  
Michael M. Mitchell, Manager

**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP**

**OF**

**SUNCOAST BEVERAGE SALES, LLLP**

The undersigned, in order to form a Florida limited liability limited partnership (the "Partnership") in accordance with Section 620.1201 of the Florida Statutes, certifies the following:

1. The name of the Partnership is SUNCOAST BEVERAGE SALES, LLLP (the "Partnership").

2. The street address and mailing address of the principal place of business of the Partnership is 2996 Hanson Street, Fort Myers, FL 33916.

3. The name and address of the registered agent of the Partnership is MICHAEL M. MITCHELL, 2996 Hanson Street, Fort Myers, FL 33916.

4. MICHAEL M. MITCHELL, having been named as registered agent to accept service of process upon the Partnership, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.



Michael M. Mitchell, Registered Agent

5. The Partnership elects to be a limited liability limited partnership.

6. The name and address of the general partner of the Partnership is as follows:

Name of General Partner

Business Address

SB Management, LLC  
a Florida limited liability company

2996 Hanson Street  
Fort Myers, Florida 33916

7. The Partnership has a perpetual duration.

8. This Certificate of Limited Liability Limited Partnership shall become effective upon the date of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Liability Limited Partnership this 22<sup>nd</sup> day of September, 2006.

SB Management, LLC, a Florida limited liability company, Its General Partner

By:

Michael M. Mitchell  
Michael M. Mitchell, Its Manager

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