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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

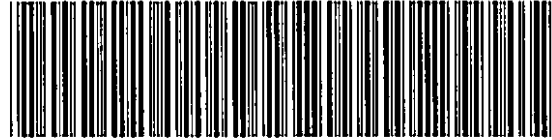
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CIBO WINE BAR MIAMI LP  
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

JENNIFER RUZ  
Contact Person  
RUZ & RUZ PL  
Firm/Company  
7355 SW 87 AVENUE, SUITE 200  
Address  
MIAMI, FL 33173  
City, State and Zip Code  
JRUZ@RUZLAW.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JENNIFER RUZ at (305) 921-9326  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees  \$1,061.25 Filing Fees  \$1,105.00 Filing Fees  \$1,113.75 Filing Fees,  
((\$52.50 for Conversion and Certificate of Status and \$1,000 - Certificate) and Certified Copy and Certified Copy, and Certificate of Status

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

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

**CERTIFICATE OF CONVERSION FOR  
OTHER BUSINESS ENTITY INTO  
FLORIDA LIMITED PARTNERSHIP**

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

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: CIBO WINE BAR MIAMI LLC.
2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Florida on May 14, 2012.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is: CIBO WINE BAR MIAMI LP.
4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.
5. This conversion is to be effective on the date of filing.
6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(s) in effecting the conversion.
7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized.

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SIGNATURE PAGE FOLLOWS]**

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Signed this 28 day of February, 2018.

*Individual(s) signing as General Partner and on behalf of the Other Business Entity affirm that the facts stated in this document are true. Any false information constitutes a third-degree felony as provided for in s.817.155, F.S.*

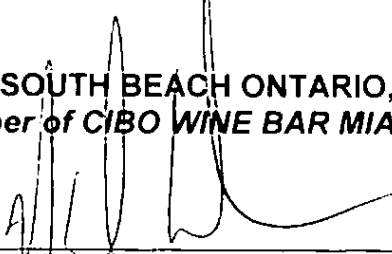
**Signature of each General Partner listed in attached Certificate of Limited Partnership:**

**CIBO FLORIDA INC.,  
General Partner of CIBO WINE BAR MIAMI LP**

  
By: Niccola Di Donato  
Title: President

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

**CIBO SOUTH BEACH ONTARIO, LP  
Member of CIBO WINE BAR MIAMI LLC**

  
By: Niccola Di Donato  
Title: General Partner

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CERTIFICATE OF LIMITED PARTNERSHIP FOLLOWS]**

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**CERTIFICATE OF LIMITED PARTNERSHIP FOR**  
**CIBO WINE BAR MIAMI LP**

1. The name of the Limited Partnership is:

CIBO WINE BAR MIAMI LP

2. The street address of the initial designated office is:

200 SOUTH POINTE DRIVE  
MIAMI BEACH, FL 33139

3. The mailing address of the initial designated office is:

997 NORTH GREENWAY DR  
CORAL GABLES, FL 33134

4. The name of the Registered Agent for Service of Process is:

ANTHONY DI DONATO

5. The street address of the Registered Agent for Service of Process is:

997 NORTH GREENWAY DR  
CORAL GABLES, FL 33134

6. Signature of Registered Agent:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
Signature of Registered Agent

7. The limited partnership **does not** elect to be a limited liability partnership.

8. The name and address of each general partner:

Name:

CIBO FLORIDA INC.

Business Address:

997 NORTH GREENWAY DR  
CORAL GABLES, FL 33134

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Signed this 28 day of February, 2018.

*Individual(s) signing as General Partner and on behalf of the Other Business Entity affirm that the facts stated in this document are true. Any false information constitutes a third-degree felony as provided for in s.817.155, F.S.*

**Signature of each General Partner:**

CIBO FLORIDA INC.

  
By: Niccola Di Donato

Title: President

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