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THE LAW OFFICE OF S. N. PERSAUD

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August 13, 2002

DEPARTMENT OF STATE
DIVISION OF LIMITED LIABILITY CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

000007131790--0
-08/19/02--01025--022
****185.00 ****185.00

Re: VIBES NIGHTCLUB, LC

To Whom it May Concern:

Enclosed is the application as a limited liability corporation for Vibes Nightclub, as well as certificate of conversion.

Please return the certified copies of the documents to this office.

Thank you for your time.

Sincerely,


Shiv Narayan Persaud

Attachments

FILED
02 AUG 20 AM 10:48
TALLAHASSEE, FLORIDA



CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

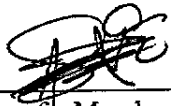
VIBES NIGHTCLUB

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: FEB 1, 2000
- B. Jurisdiction: FLORIDA COUNTY
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

VIBES NIGHTCLUB, LC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FIDEL LANGHORNE
Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **VIBES NIGHTCLUB, LC**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

918 SOUTH ADELLE AVE, DELAND, FL 32720

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

FIDEL LANGHORN

Name

918 SOUTH ADELLE AVENUE

Florida street address (P.O. Box NOT acceptable)

DELAND

FL

32720

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

Article IV - Management (Check box if applicable.)

- ☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FIDEL LANGHORN
Typed or printed name of signee

Filing Fees:

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- \$ 25.00 Designation of Registered Agent
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