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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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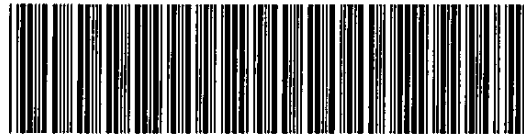
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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PLEASE REPLY TO:
PGA OFFICE

December 26, 2006

VIA FEDEX

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: BAHAMA MAMA OF KEY WEST, LLC – Certificate of Conversion for Other
Business Entity into Florida Limited Liability Company**

Dear Sir or Madam:

Enclosed please find a check in the amount of \$150.00 to cover the filing fee necessary to file the enclosed Certificate of Conversion of Bahama Mama of Key West, a Florida general partnership, into Bahama Mama of Key West, LLC, a Florida limited liability company.

I have enclosed a pre-paid airbill and FEDEX envelope for your convenience in returning the requested documents by courier service.

Please contact me with any questions you may have with regard to this letter. Thank you in advance for your prompt attention to and cooperation in connection with this matter.

Very truly yours,

Christy L. Swendsen
Christy L. Swendsen,
Corporate Legal Assistant

Encls.

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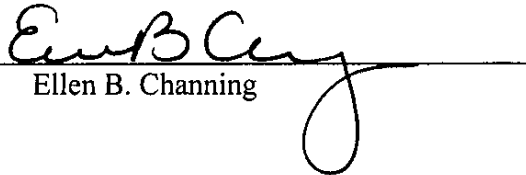
CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
BAHAMA MAMA OF KEY WEST, LLC

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with Sections 608.439 and 620.8914, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion is: BAHAMA MAMA OF KEY WEST, a Florida general partnership.
2. The "Other Business Entity" is a general partnership ^{G06000062288} formed under the laws of Florida on December 22, 2006.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: N/A
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is: BAHAMA MAMA OF KEY WEST, LLC.
5. The effective date of this filing shall be January 1, 2007.
6. The plan of conversion described herein was approved as required by Chapters 608 and 620 Florida Statutes.

Signed this 21st day of December, 2006.

Signature of Authorized Person:


Ellen B. Channing

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
BAHAMA MAMA OF KEY WEST, LLC**

ARTICLE I—Name: The name of the limited liability company is: BAHAMA MAMA OF KEY WEST, LLC.

ARTICLE II—Address: The mailing address, street address, and principal office address of the principal office of the limited liability company is: 18381 Long Lake Drive, Boca Raton, FL 33496.

ARTICLE III—Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Ellen B. Channing
18381 Long Lake Drive
Boca Raton, FL 33496

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, Florida Statutes.


Ellen B. Channing, Registered Agent

ARTICLE IV—Managing Member: The name and address of the Managing Member is as follows:

<u>Title</u>	<u>Name and Address</u>
MGRM	Ellen B. Channing 18381 Long Lake Drive Boca Raton, FL 33496


Ellen B. Channing, Managing 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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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