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CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, <u>Florida Statutes</u>, 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:

RODIZIO'S OF TALLAHASSEE, LLP.

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

A. Date: May 17, 2005

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B. Jurisdiction: Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

RODIZIO'S OF TALLAHASSEE, LLC

Steve Marks,

As Its Managing Member

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.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:
The name of the Limited Liability Company is:
Rodizio's of Tallahassee, LLC (Must end with the words "Limited Liability Company, "Limited Company" or their abbreviation "LDE;" or
ARTICLE I - Name: The name of the Limited Liability Company is: Rodnin's of Tallahassee, LLC (Must end with the words "Limited Liability Company, "Limited Company" or their abbreviation "Line" or "L.C.,") ARTICLE II - Address: The mailing address and street address of the principal office of the Limited
ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:
Principal Office Address: Mailing Address:
Tallahassee, FL 32303 Tallahassee, FL
Tallahassee, FL 32303 Tallahassee, FL 1NY
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)
The name and the Florida street address of the registered agent are:
Stephen MARKS
Stephen Marks 2856 Fitzpatrick Drive
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32309
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

(CONTINUED)
Page 1 of 2

Registered Agent's Signature (REQUIRED)

1 117,

ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

11MCD!! = Monagon	Name and Address:
"MGR" = Manager "MGRM" = Managing Member	
MGRM	Steve MARKS
	2856 Fitzpatrick DL
	Tallahassee, FL 3
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	(Use attachment if necessary)
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