

LO80000-62953

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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KVD
KENDALL VAN DOLSON

ATTORNEYS
NOT A PARTNERSHIP

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June 25, 2008

BY FEDERAL EXPRESS – TRACKING #798968292500

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: Lakshmi Narayan Restaurants Group, Inc. (P08000049959)
Italian Restaurant 1201, LLC (L08000049191)
Wine Shop, LLC (L08000049891)

Enclosed for filing are the following:

1. Certificate of Conversion of Lakshmi Narayan Restaurants Group, Inc. into Lakshmi Narayan Restaurants Group, LLC
2. Articles of Organization of Lakshmi Narayan Restaurants Group, LLC
3. Amendment to the Articles of Organization of Italian Restaurant 1201, LLC, and
4. Amendment to the Articles of Organization of Wine Shop 1201, LLC.

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TALLAHASSEE, FLORIDA

Also enclosed is a check in the amount of \$200.00 to cover the costs of these filings.

Please direct any inquiries for further information and all correspondence concerning these matters to Hugh Kendall at the address listed above.

Sincerely,



HUGH KENDALL

HK/vgl

Enclosures

**CERTIFICATE OF CONVERSION
OF
LAKSHMI NARAYAN RESTAURANTS GROUP, INC.
INTO
LAKSHMI NARAYAN RESTAURANTS GROUP, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert LAKSHMI NARAYAN RESTAURANTS GROUP, INC., a Florida corporation, into LAKSHMI NARAYAN RESTAURANTS GROUP, LLC, a Florida limited liability company in accordance with Section 608.439 of the Florida Statutes.

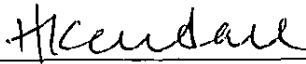
The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is LAKSHMI NARAYAN RESTAURANTS GROUP, INC.

The "Other Business Entity" is a Florida corporation organized on May 19, 2008 (Florida document number P08000049959).

The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is LAKSHMI NARAYAN RESTAURANTS GROUP, LLC.

This Certificate is effective on the date it is filed by the Florida Department of State.

Signed on June 25, 2008.


Bharatbhai (Robert) Patel, Sole Shareholder,
by Hugh Kendall, Authorized Signatory

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
LAKSHMI NARAYAN RESTAURANTS GROUP, LLC**

ARTICLE I

The name of the Limited Liability Company is:
LAKSHMI NARAYAN RESTAURANTS GROUP, LLC

ARTICLE II

The street address of the principal office of the Limited Liability Company is:
751 LAUREL STREET, SUITE 220
SAN CARLOS, CA, US 94070

The mailing address of the Limited Liability Company is:
751 LAUREL STREET, SUITE 220
SAN CARLOS, CA, US 94070

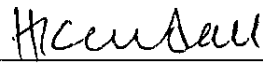
ARTICLE III

The purpose for which the Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV

The name and Florida street address of the registered agent is:
DOMINGO ALONSO
5805 BLUE LAGOON DRIVE
SUITE 200
MIAMI, FL 33126

Having been named as registered agent and to accept service of process for the above 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.



DOMINGO ALONSO, by Hugh Kendall,
Authorized Signatory

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TALLAHASSEE, FLORIDA

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ARTICLE V

The name and address of the manager of the Limited Liability Company is:

MANAGER

BHARATBHAI (ROBERT) PATEL

751 LAUREL STREET, SUITE 220

SAN CARLOS, CA 94070

H Kendall

Bharatbhai (Robert) Patel, Manager

By Hugh Kendall, Authorized Signatory

These Articles will be effective on the date they are filed by the Florida Department of State.

H Kendall

Bharatbhai (Robert) Patel, Sole Member

By Hugh Kendall, Authorized Signatory

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TALLAHASSEE, FLORIDA

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