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OCT 30 2008

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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tucson Restaurant, Inc. into Tucson Restaurant, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
X	Other - Conversion

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

CERTIFICATE OF REORGANIZATION AND CONVERSION
of
TUCSON RESTAURANT, INC.
into
TUCSON RESTAURANT, LLC

This Certificate of Reorganization and Conversion is submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with §607.1113 and §608.439 Florida Statutes.

1. The other entity, Tucson Restaurant, Inc. filed Articles of Incorporation with the Florida Department of State on November 13, 1990 as Document No. S12274.
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is Tucson Restaurant, Inc.
3. The name of the Florida limited liability company into which the other entity converted is Tucson Restaurant, LLC which will be located at 4592 Ulmerton Road, Suite 100, Clearwater, Florida 33762.
4. The conversion is to be effective upon as of the close of business on October 31, 2008.
5. The Plan of Reorganization and Conversion has been approved by unanimous Written Action of the Board of Directors and Shareholder on October 27, 2008, which vote was sufficient for approval.

Signed this 27 day of October, 2008.

TUCSON RESTAURANT, INC.

By: Leslie A. Rubin
Leslie A. Rubin, President

TUCSON RESTAURANT, LLC

By: Leslie A. Rubin
Leslie A. Rubin,
Authorized Representative

EFFECTIVE DATE 10/31/08

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TUCSON RESTAURANT, INC.

The undersigned hereby certifies that he is the Authorized Representative of the Member who is forming a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

ARTICLE 1.
NAME

The name of the Limited Liability Company shall be TUCSON RESTAURANT, LLC.

ARTICLE 2.
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of the close of business on October 31, 2008.

ARTICLE 3.
ADDRESS; PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Limited Liability Company shall be 4592 Ulmerton Road, Suite 100, Clearwater, Florida 33762.

ARTICLE 4.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 4592 Ulmerton Road, Suite 100, Clearwater, Florida 33762 and the name of the registered agent is Leslie A. Rubin.

ARTICLE 5.
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The undersigned, being the Authorized Representative of the sole Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of TUCSON RESTAURANT, LLC.

Executed by the undersigned on October 27, 2008.

AUTHORIZED REPRESENTATIVE:




Leslie A. Rubin

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for Tucson Restaurant, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this October 27, 2008.



Leslie A. Rubin