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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAR 6 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MAYBAR 102 ASSOCIATES, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

BILL GROSS

(Contact Person)

SUNSHINE RESTAURANT CORP

(Firm/Company)

P.O. Box 917297

(Address)

LONGWOOD, FL 32791

(City, State and Zip Code)

For further information concerning this matter, please call:

BILL GROSS

(Name of Contact Person)

at

(717) 805-9704

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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08 DEC 31 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2009

BILL GROSS
SUNSHINE RESTAURANT CORP
P.O. BOX 917297
LONGWOOD, FL 32791

SUBJECT: MAYBAR 102 ASSOCIATES, LTD.
Ref. Number: A04000001307

We have received your document for MAYBAR 102 ASSOCIATES, LTD. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity with the file date listed in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 409A00000109

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

FOR

MAYBAR 102 ASSOCIATES, LTD.

INTO

MAYBAR 102 ASSOCIATES, LLC

This Certificate of Conversion is submitted with respect to the conversion of Maybar 102 Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), into a Florida limited liability company in accordance with Section 620.2104, Florida Statutes and Section 608.439, Florida Statutes.

1. The Limited Partnership was first organized on August 10, 2004 by the filing of its certificate of limited partnership with the Florida Department of State.
2. The name of the Limited Partnership is "Maybar 102 Associates, Ltd." *A04-1307*
3. The Limited Partnership has been converted into another organization.
4. The organization into which the Limited Partnership has been converted is Maybar 102 Associates, LLC, a Florida limited liability company.
5. The conversion shall be effective as of 12:01 a.m. on January 1, 2009.
6. The conversion was approved as required by the Florida Revised Uniform Limited Partnership Act of 2005.
7. The conversion was approved as required by the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 26th day of December, 2008.

GENERAL PARTNER:

MAYBAR TWO CORP, a Florida corporation

By: *Andrew L. Gross*
Andrew L. Gross, President

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MAYBAR 102 ASSOCIATES, LLC**

ARTICLE I - NAME

The name of this limited liability company is Maybar 102 Associates, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 195 Wekiva Springs Road, Suite 330, Longwood, Florida 32779.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the Company is 195 Wekiva Springs Road, Suite 330, Longwood, Florida 32779 and the name of the initial registered agent of the Company at that address is Andrew L. Gross.

ARTICLE IV - MANAGEMENT

The Company is to be managed by its member or members and is, therefore, a member-managed limited liability company.

ARTICLE V - EFFECTIVE DATE

These Articles of Organization shall be effective as of 12:01 a.m. on January 1, 2009.



Andrew L. Gross, Member or Authorized
Representative of a Member

ACCEPTANCE OF REGISTERED AGENT

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.



Andrew L. Gross

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ALLAHASSEE, FLORIDA