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EXAMINER

McLAUGHLIN & STERN, LLP

FOUNDED 1898

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April 2, 2009

BY FEDERAL EXPRESS

STATE OF FLORIDA
Department of State
Division of Corporations - New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bella Z's, LLC.
Zuccarelli's Pizzeria, LLC.
Zuccarelli's on PGA, LLC.

Gentlemen/Ladies:

I have enclosed an original and a photocopy of Certificate of Conversion and Articles of Organization for each of the following:

1. Bella Z's, LLC.
2. Zuccarelli's Pizzeria, LLC.
3. Zuccarelli's on PGA, LLC.

I have also enclosed 3 firm checks in the amount of \$150.00 each representing the filing fee for these filings. Please file the originals and return stamped copies to our office.

If you have any questions please do not hesitate to contact the undersigned. Thank you very much.

Sincerely,



Melissa Cantelmo
Legal Secretary
Encl.

U:\Melissa\47315-Zucarrelli-LLC\Filing, Florida Dept of State

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
ZUCCARELLI'S ON PGA, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 05/23/2008.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

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**:

Zuccarelli's on PGA, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 1 day of April 20 09.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: *Olimpia Zuccarelli*

Printed Name: Olimpia M. Zuccarelli

Title: Sole Member

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: *Olimpia Zuccarelli*

Printed Name: Olimpia M. Zuccarelli

Title: President

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is "Zuccarelli's on PGA, LLC".

ARTICLE II — Address

The mailing address and street address of the principal office of the Limited Liability Company is:

1937 North Military Trail
Suite F
West Palm Beach, Fl 33409

ARTICLE III — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

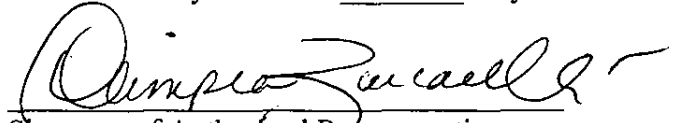
Larry M. Mesches
525 South Flagler Drive
West Palm Beach, Fl 33401

ARTICLE IV — Management

The Company is to be managed by its sole member.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 1st day of

April, 2009.


Signature of Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

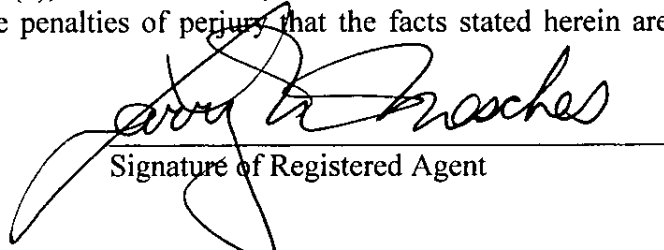
Olympia M. Zuccarelli
Typed or printed name of signee

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent

Larry M. Mesches

Typed or printed name of signee

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