

L09000121158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

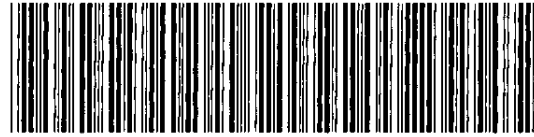
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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B. KOHR

DEC 22 2009

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlsolutions.com

December 21, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED IN STATE
SECRETARY OF CORPORATIONS
09 DEC 21 AM 10:14

Re: Order #: 7731176 SO
Customer Reference 1: 100825.020000
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

~~Hard Rock Brewing Inc. (FL)~~
~~Conversion~~
Florida

~~Hard Rock Spirits, LLC (FL)~~
~~Formation~~
Florida

~~Hard Rock Spirits, LLC (FL)~~
~~Obtain Document - Misc - Certified copy of Conversion/Formation~~
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

December 21, 2009

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Clifton Building
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Tallahassee FL 32301

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**CERTIFICATE OF CONVERSION
FOR
HARD ROCK BREWING INC.
INTO
HARD ROCK SPIRITS, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 21 AM 10:14

The undersigned duly authorized signor, on behalf of Hard Rock Brewing Inc., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

P9700W92539

1. The name of the Converting Corporation at its incorporation was Hard Rock Brewing Inc. and immediately prior to the filing of this Certificate of Conversion was Hard Rock Brewing Inc.
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on October 28, 1997.
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is Hard Rock Spirits, LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 608 of the Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607 of the Florida Statutes.
6. The written consent of the board of directors and sole shareholder of the Converting Corporation who, as a result of the conversion, are now the managers and member, respectively, of the surviving entity was obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of Hard Rock Spirits, LLC shall be 6100 Old Park Lane, Orlando, Florida 32835.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 5 day of December, 2009.

HARD ROCK BREWING INC

By: 

Name: Jay Wolszczak

Title: Director

Jay Wolszczak is authorized to sign
on behalf of Hard Rock Spirits, LLC

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
HARD ROCK SPIRITS, LLC

ARTICLE I - Name

The name of the Limited Liability Company is Hard Rock Spirits, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 6100 Old Park Lane, Orlando, Florida 32385.

ARTICLE III - Management

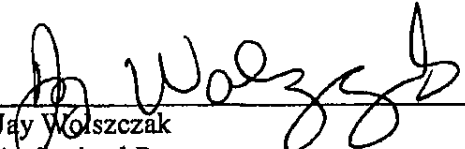
The Company shall be managed by its managers, as set forth in the company's operating agreement and is therefore a manager-managed Company. The initial managers of the Company are Jay Wolszczak, Thomas Gispanski and Hamish Dodds.

ARTICLE IV- Registered Agent and Office

The street address of the Company's initial registered agent and office is 1200 S. Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such office is CT Corporation System.

In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 15 day of December, 2009.



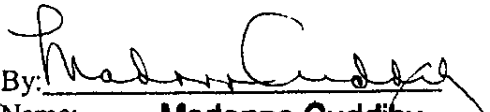
Jay Wolszczak
Authorized Person

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Hard Rock Spirits, LLC at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608 of the Florida Statutes.

Dated this 21 day of December, 2009.

CT CORPORATION SYSTEM

By: 
Name: Madonna Cuddihy
Title: Special Assistant Secretary