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TALLAHASSEE, FLORIDA

T. CLINE

DEC 31 2009

EXAMINER

BENDER, BENDER & CHANDLER, P.A.

ATTORNEYS AT LAW

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HARRY K. BENDER
GEORGE C. BENDER
JAMES R. CHANDLER, III

DENNIS NEMETH, Of Counsel

REPLY TO: Palmetto

December 28, 2009
VIA FED EX

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

Re: American Beverage Consulting, LLC

Ladies/Gentlemen:

Enclosed you will find a Certificate of Conversion, Articles of Organization, and our office check number 2624 in the amount of \$150.00 which are submitted for filing so as to convert the captioned Nevada entity (which has previously registered as an out-of-state entity to conduct business in Florida) into a Florida Limited Liability Company, in accordance with the provisions of F.S. §608.439.

Please note that the effective date of the conversion is not the date of filing but rather as of January 1, 2010. Since it is imperative that this conversion take place on January 1, 2010, if there is any problem associated with this submission please immediately call us at our Palmetto office number above or in the event of my absence from the office please contact me on my cell phone: 941-504-8918.

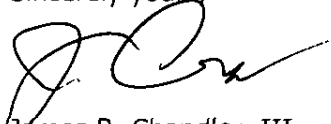
Please also note that the initial confirmation of filing should be made to me at my electronic mail address of: bbcjrciii@aol.com

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Notwithstanding the foregoing directions, please note that after the initial filing of this conversion, all annual reports or other issues should be sent directly to the company to the attention of Michael Bartucci at either of the following addresses: 1903 Ivanhoe Street, Ste. A, Sarasota, FL 34231 or email address of: topel04@yahoo.com.

Again, if you have any questions or issues concerning this filing please call us as soon as possible.

Sincerely yours,



James R. Chandler, III

JRC/gl

Enclosures

cc: Michael Bartucci
Linda Tope

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TALLAHASSEE, FLORIDA

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:

American Beverage Consulting, LLC
(Enter Name of Other Business Entity)

1108-4085

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

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

on March 6, 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:

Florida

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

American Beverage Consulting, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 2010
(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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 28 day of December 20 09.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Michael Bartucci Title: MGR

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

Signature: [Signature]
Printed Name: Linda Tope Title: MGR

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

American Beverage Consulting, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

1903 Ivanhoe Street, Ste. A
Sarasota, FL 34231

Mailing Address:

Same
Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Michael Bartucci

Name

1903 Ivanhoe Street, Ste. A

Florida street address (P.O. Box NOT acceptable)

Sarasota FL 34231

City, State, and Zip

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, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ALLAHASSEE, FLORIDA

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Michael Bartucci

1903 Ivanhoe Street, Ste. A
Sarasota, FL 34231

MGRM

Linda Tope


1903 Ivanhoe Street, Ste. A
Sarasota, FL 34231

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 1, 2010
(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

Michael Bartucci

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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JAN 11 2010
CLERK OF THE
FLORIDA DEPARTMENT OF
STATE
TALLAHASSEE, FLORIDA
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