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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 11 2013

J. BRYAN

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations  
Victory Electronic Cigarettes LLC

**SUBJECT:** \_\_\_\_\_  
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Jaime R. Quezon, Esq.

\_\_\_\_\_  
Contact Person

Wardell & Quezon, P.A.

\_\_\_\_\_  
Firm/Company

805 W Azeele Street

\_\_\_\_\_  
Address

Tampa, FL 33606

\_\_\_\_\_  
City, State and Zip Code

rjquezon@jawlaw.net

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jaime R. Quezon

813

387 3333

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee  
and Certificate of  
Status

☐ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
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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TALLAHASSEE, FLORIDA

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

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Victory Electronic Cigarettes LLC

\_\_\_\_\_  
Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Victory Electronic Cigarettes, Inc.

\_\_\_\_\_  
Enter Name of "Other Business Entity"  
Corporation

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

Nevada

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

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

March 8, 2013

on: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

March 8, 2013

8. This conversion shall be effective in Florida on: \_\_\_\_\_  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:  
1880 Airport Drive, Ball Ground, GA 30107

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

805 W Azeele Street

Street Address:

Tampa, FL 33606

805 Azeele Street

Mailing Address:

Tampa, FL 33606

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 6 day of March, 2013

Signature:

Jaime R. Quezon, Esq  
Must be signed by a Member or Authorized Representative.

Jaime R. Quezon, Esq

Authorized Counsel

Printed Name:

Title:

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$5.00 (Optional)

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