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EXAMINER

**JONATHAN B. ALPER**

ATTORNEY AT LAW  
274 KIPLING COURT  
HEATHROW, FL 32746  
[HTTP://WWW.ALPERLAW.COM](http://www.alperlawn.com)

TELEPHONE: (407) 444-0404  
FACSIMILE: (407) 333-2040

ATTORNEY: JALPER@ALPERLAW.COM  
PARALEGAL: JROYAL@ALPERLAW.COM

March 5, 2010

Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Sunshine Wine Concepts, Inc. (Certificate of Conversion)  
Sunshine Wine Concepts, LLC (Articles of Organization)

To Whom It May Concern:

Enclosed are the following:

1. Certificate of Conversion (Sunshine Wine Concepts, Inc. to Sunshine Wine Concepts, LLC);
2. Articles of Organization (Sunshine Wine Concepts, LLC);
3. Check #4432 i/a/o \$150 (\$25 for Certificate of Conversion and \$125 for Articles of Organization).

Please return all correspondence in this matter to Jonathan B. Alper, PLC, 274 Kipling Court, Heathrow, FL 32746 (US Mail) or to [jroyal@alperlawn.com](mailto:jroyal@alperlawn.com) (e-mail).

Sincerely,

  
Jackie Royal, F.R.P.  
Paralegal

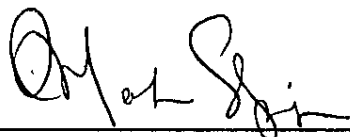
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**CERTIFICATE OF CONVERSION  
FOR  
SUNSHINE WINE CONCEPTS, INC.  
INTO  
SUNSHINE WINE CONCEPTS, LLC**

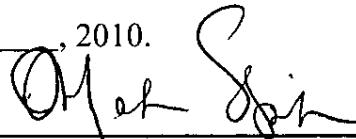
This Certificate of Conversion and attached Articles of Organization are submitted to convert Sunshine Wine Concepts, Inc. into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Sunshine Wine Concepts, Inc.
2. The Corporation is a corporation first organized, formed, or incorporated under the laws of Florida on February 3, 1992 (Doc. No. V12540).
3. The name of the Florida limited liability company as forth in the attached Articles of Organization is **SUNSHINE WINE CONCEPTS, LLC**.
4. The conversion is effective on the date of filing.

Signed this 1<sup>ST</sup> day of MARCH, 2010.



Mark Spivak, President



Mark Spivak, Manager

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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the Limited Liability Company is **SUNSHINE WINE CONCEPTS, LLC**

**ARTICLE II - ADDRESS**

The mailing address of the principal office of the Limited Liability Company is 20069 Back Nine Drive, Boca Raton, FL 33498 and the street address is 20069 Back Nine Drive, Boca Raton, FL 33498.

**ARTICLE III - PURPOSE**

The purpose for which this Limited Liability Company is organized is to conduct any and all lawful business.

**ARTICLE IV - MANAGEMENT**

The name and address of the managing member is:

Mark Spivak  
20069 Back Nine Drive  
Boca Raton, FL 33489

**ARTICLE V - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

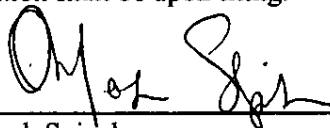
No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

**ARTICLE VI - REGULATIONS MUST BE IN WRITING**

Any Regulations relating to this limited liability company must be in writing and signed by all members.

**ARTICLE VII - EFFECTIVE DATE**

The effective date of these Articles of Organization shall be upon filing.

  
Mark Spivak  
Manager / Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **SUNSHINE WINE CONCEPTS, LLC**
2. The name and the Florida street address of the registered agent is:

Mark Spivak  
20069 Back Nine Dr.  
Boca Raton, FL 33489

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.



\_\_\_\_\_  
Mark Spivak  
Registered Agent

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