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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Calligan MAR 26 2010



610 S. Maitland Avenue
Maitland, Florida 32751

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Mary Merrell Bailey, Esq., Partner
Hallie L. Zobel, Esq., Partner
David Pilcher, Esq., Partner

Janet M. Scott, FRP, Paralegal
Benjamin D. Warren, FRP, Paralegal

March 22, 2010

Florida Department of State
Attn: Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Grace Pub Enterprises LLC

Dear Sir or Madam:

Please be advised that this firm represents Mary Hoffman who will be the manager of the limited liability company referenced above.

Enclosed please find the following documents for establishment of a new limited liability company:

1. Cover letter and Certificate of Conversion;
2. Original Articles of Organization;
3. Attached Statement to the Conversion Filing; and
4. Our firm's check in the amount of \$185.00 representing the filing fee of \$125.00 for the new LLC, \$30.00 for the certified copy of the Articles of Organization, \$25.00 for the Certificate of Conversion and \$5.00 for the Certificate of Status.

Please file the Articles to be effective upon filing and return a certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my Paralegal, Ben Warren at your convenience. Thank you for your attention to this matter.

Sincerely,
BAILEY ZOBEL PILCHER PLLC

Mary Merrell Bailey

MMB/bdw
enclosures as indicated
cc: Mary E. Hoffman

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grace Pub Enterprises LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Mary Merrell Bailey
(Contact Person)

Bailey Zobel Pilcher PLC
(Firm/Company)

610 S. Maitland, Ave.
(Address)

Maitland, FL 32751
(City, State and Zip Code)

mhoffman@tiltedkilt.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Mary Merrell Bailey, Esquire at (407) 622-1900
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, 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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SECRETARY OF STATE
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:
Grace Pub Enterprises Corp. PO9- 116389

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership,
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 February 20, 2009
(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**:

Grace Pub Enterprises LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: N/A
(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 17th day of March 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Mary Hoffman
Printed Name: Mary Hoffman Title: Manager

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

Signature: Mary Hoffman
Printed Name: Mary Hoffman Title: President

Signature: Mary Hoffman
Printed Name: Mary Hoffman Title: Shareholder

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 the Grace Pub Enterprises LLC

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

Grace Pub Enterprises LLC
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
206 Norfolk Place
Celebration, Florida 34747

Mailing Address:
206 Norfolk Place
Celebration, Florida 34747

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Mary Hoffman and the original registered addresses are as follows:

Physical Address:
206 Norfolk Place
Celebration, Florida 34747

Mailing Address:
206 Norfolk Place
Celebration, Florida 34747

Section 1.07 Registered Agent Consent

I, Mary Hoffman, a natural person and resident of Florida, accept the appointment as agent of Grace Pub Enterprises LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: March 17, 2010.



Mary Hoffman, Registered Agent

Section 1.08 Name and Address of Organizer

Mary Merrell Bailey, Esquire, 610 S. Maitland Ave., Maitland, Florida 32751

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy of a Member, or the occurrence of an event which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the

Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authority and duties of the Manager will be set forth in the Operating Agreement. The name and address of the initial Manager is:

Mary Hoffman
206 Norfolk Place
Celebration, Florida 34747

Section 1.14 Indemnification and Liability

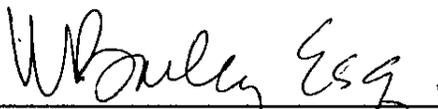
The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on March 17th, 2010



Mary Merrell Bailey, Esquire, Organizer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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