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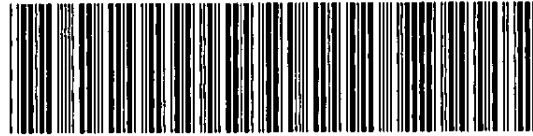
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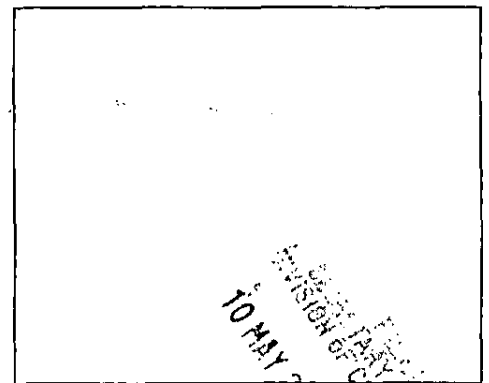
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ENTITY NAME:

MINOS TAMiami VENTURES, LLC

CK# 4637 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

**Certificate of Conversion**  
**For**  
**Minos Tamiami Ventures, Inc.**  
**Into**  
**Florida Limited Liability Company**

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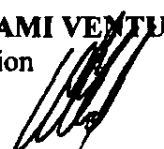
This Certificate of Conversion ("Certificate") is submitted to convert **MINOS TAMIAMI VENTURES, INC.**, a Florida corporation (the "Corporation") into a Florida limited liability company in accordance with Sections 607.1112 and 607.1113 of the Florida Statutes. MINOS TAMIAMI VENTURES INC. was incorporated on December 21, 2009. P09000101931

1. The Corporation has been converted into a Florida limited liability company in compliance with Chapters 607 and 608 of the Florida Statutes.
2. The Plan of Conversion has been approved by the Board of Directors of the Corporation in compliance with Chapter 607 of the Florida Statutes.
3. The effective date of conversion of the Corporation shall be the date of filing of this Certificate.
4. The address of the Florida limited liability company is 336 E. Dania Beach Boulevard, Dania, Florida 33004.
5. The Shareholders of the Corporation have unanimously consented to the conversion of the Corporation into a Florida limited liability company, and have waived all of their respective appraisal rights under Section 607 of the Florida Statutes.

**[SIGNATURE PAGE TO FOLLOW]**

Dated: May 25, 2010.


**MINOS TAMIAMI VENTURES, INC.,** a  
Florida corporation

By:   
Alberto Micha Buzali, Vice President

**MINOS TAMIAMI VENTURES, LLC,** a  
Florida limited liability company

By: Its Managing Member

**MINOS HOLDINGS, INC.,** a Florida  
corporation

By:   
Alberto Micha Buzali, Vice President

**ARTICLES OF ORGANIZATION  
OF  
MINOS TAMiami VENTURES, LLC**

The undersigned subscriber to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I.**

The name of this limited liability company is Minos Tamiami Ventures, LLC.

**ARTICLE II.**

The limited liability company's mailing address and principal office is:

336 E. Dania Beach Boulevard  
Dania, Florida 33004

**ARTICLE III.**

The limited liability company's initial Registered Agent and Registered Office in the State of Florida shall be:

Carlos Garcia-Velez  
336 E. Dania Beach Boulevard  
Dania, Florida 33004


**ARTICLE IV.**

The limited liability company will be managed by members in accordance with the limited liability company's operating agreement and is, therefore, a member managed company.

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.

By: Its Managing Member

**MINOS HOLDINGS, INC.**, a Florida  
corporation

By:   
Alberto Micha Buzali, Vice President

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**MINOS TAMIAMI VENTURES, LLC**

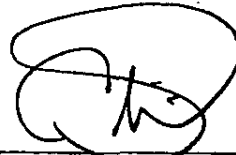
Pursuant to Section 608.415 of the Florida Limited Liability Company Act (the "Act"), the following is submitted, in compliance with said Act:

That Minos Tamiami Ventures, LLC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named Carlos Garcia-Velez, 336 E. Dania Beach Boulevard, Dania, Florida 33004, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 25 day of May 2010.

A handwritten signature in black ink, appearing to be 'Carlos Garcia-Velez', written over a horizontal line.

Carlos Garcia-Velez