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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 _____

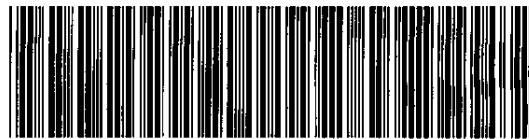
Special Instructions to Filing Officer:

L. SELLERS

JUN 16 2010

EXAMINER

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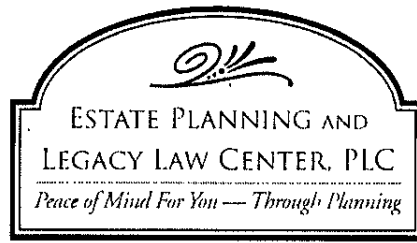
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19 JUN 14 AM 10:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Board Certified in Wills, Trusts & Estates

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Board Certified in Wills, Trusts & Estates

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Attorney at Law

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June 11, 2010

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Marrakesh Moroccan Restaurant, LLC

Dear Sir or Madam:

Enclosed please find the following documents to convert Marrakesh Moroccan Restaurant, Inc. To Marrakesh Moroccan Restaurant, LLC effective July 3, 2010.


1. Division of Corporations Cover Letter
2. Plan of conversion and Reorganization for Marrakesh Moroccan Restaurant, Inc.
3. Certificate of Conversion
4. Articles of Organization for Marrakesh Moroccan Restaurant, LLC
5. Our firm check in the amount of \$150.00 for the filing fees

Please return a file stamped copy of the documents in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact me at 407-647-PLAN (7526) x111 or via email at vparker@epllc-plc.com.

Sincerely,

ESTATE PLANNING AND LEGACY LAW CENTER, PLC


Vickie L. Parker, Paralegal to
Mark L. Hammond, Esq.

VLP/
Enclosures
cc: Saba Shalhoub

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Marrakesh Moroccan Restaurant, 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:

Mark L. Hammond, Esq.
(Contact Person)
Estate Planning and Legacy Law Center, PLC
(Firm/Company)
159 Lookout Place #101
(Address)
Maitland, FL 32751
(City, State and Zip Code)
saba@restaurantmarrakesh.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Mark L. Hammond, Esq. at (407) 647-7526
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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

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:

Marrakesh Moroccan Restaurant, Inc.

(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 8/10/1984

(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:

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

Marrakesh Moroccan Restaurant, LLC.

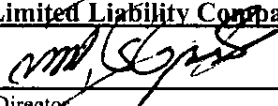
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 7/3/2010
(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.)

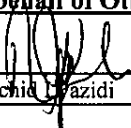
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10 JUN 14 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 11 day of June 20¹⁰.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Rachid Choufani Title: Director

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

Signature: 
Printed Name: Rachid Lazidi Title: Director

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)

**PLAN OF CONVERSION AND
REORGANIZATION FOR MARRAKESH
MOROCCAN RESTAURANT, INC.**

This Plan of Conversion and Reorganization ("Plan"), having been recommended to the shareholders by the board of directors, is entered into and approved as of June 11, 2010, by and among the undersigned shareholders and directors of Marrakesh Moroccan Restaurant, Inc. (the "Corporation").

STATEMENT OF PURPOSE AND RECITALS

1. The parties to this Plan intend to effect a conversion of the Corporation into a Florida limited liability company pursuant to Florida Statute 607.1112.
2. Upon filing the Certificate of Conversion and Articles of Organization, signed by a member or authorized representative of a member and the new registered agent, pursuant to Florida Statute 608.408, the Corporation will convert and become Marrakesh Moroccan Restaurant, LLC (the "LLC"). The effective date of the conversion as reflected on the Certificate of Conversion and Articles of Organization is September 5, 2010. As required by Florida Statute 607.1112(4), the Certificate of Conversion and Articles of Organization of the LLC are attached.
3. Rachid Lyazidi, Rachid Choufani, and Saba Shalhoub will be the initial managers of the LLC.
4. Pursuant to Florida Statute 607.1114, all of the rights, privileges, powers, property, and debts belonging to the Corporation will vest in the LLC when the conversion becomes effective.
5. Under Florida Statute 607.1103, the Plan must be recommended to the shareholders by the board of directors, and be approved by a majority of shareholders entitled to vote.
6. The Corporation currently has one class of ownership; voting common stock. There are one hundred outstanding shares of voting common stock. Fifty shares are owned by Rachid Lyazidi, and fifty shares are owned by Rachid Choufani.
7. After the conversion, the proportional ownership of the LLC will be the same as the current ownership of the Corporation. Rachid Lyazidi and Rachid Choufani will be the only members of the LLC.
8. The parties to this Plan are aware of the appraisal rights available to shareholders under Florida Statute 607.1302, and by signing this Plan expressly waive any appraisal rights.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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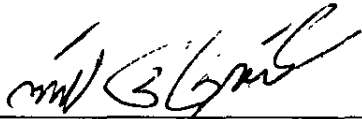
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9. The conversion is intended to qualify as a "Type F" reorganization under IRC § 368(a)(1)(F), defined as a "a mere change in identity, form, or place of organization of one corporation, however effected."
10. Immediately after the conversion, it is the intent of the parties to this Plan that the LLC will be treated as a Subchapter S corporation for federal income tax purposes.

The parties thereto have duly executed this Plan as of the date first above written.



Rachid Lyazidi, Shareholder and Director



Rachid Choufani, Shareholder and Director

**Articles of Organization
of the
Marrakesh Moroccan Restaurant, LLC

A Florida Limited Liability Company**

Section 1.01 Introduction and Preliminary Statements

The undersigned 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:

Marrakesh Moroccan Restaurant, LLC

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 Effective Date

The undersigned forms this limited liability company with an effective date of July 3, 2010.

Section 1.05 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 1.06 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
1790 Avenue of Stars
Epcot
Lake Buena Vista, FL
32830

Mailing Address:
P. O. Box 22245
Lake Buena Vista, FL
32830

Section 1.07 Registered Agent and Registered Office

The name of the initial registered agent is Charles D. Wilder and the original registered addresses are as follows:

Physical Address:
159 Lookout Place
Suite 101
Maitland, FL 32751

Mailing Address:
159 Lookout Place
Suite 101
Maitland, FL 32751

Section 1.08 Registered Agent Consent

I, Charles D. Wilder, a natural person and resident of Florida, accept the appointment as agent of Marrakesh Moroccan Restaurant, 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: June 11, 2010.



Charles D. Wilder, Registered Agent

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 Managers who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers will be set forth in the Operating Agreement. The names and addresses of the initial Managers are:

Rachid Lyazidi
10414 Pointview Court
Orlando, FL 32836

Rachid Choufani
P.O. Box 22245
Lake Buena Vista, FL 32830

Saba Shalhoub
P.O. Box 22245
Lake Buena Vista, FL 32830


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.

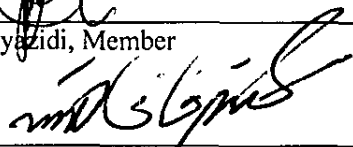
Section 1.15 Transferability of Interest

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

Executed on June 11, 2010.



Rachid Lyazidi, Member



Rachid Choufani, Member