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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

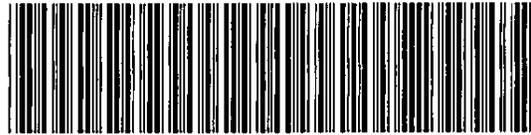
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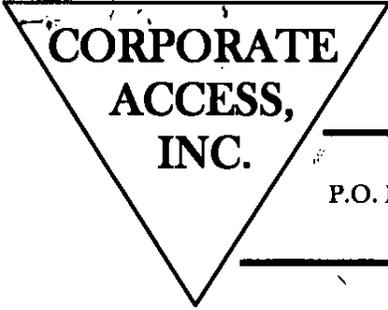
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*Conw*

1.

*Millenia LI Restaurants, LLC*

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

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**Certificate of Conversion**  
**for Other Business Entity**  
**into Millenia LI Restaurants, LLC**

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This Certificate of Conversion and attached Articles of Organization are submitted to convert following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

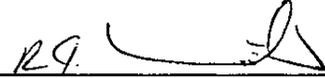
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **Millenia LI Restaurants, Inc.**
2. The "Other Business Entity" is a **corporation**, with a principal office at **5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819**, first organized, formed or incorporated under the laws of the **State of Florida** on **February 10, 2003**.
3. The plan of conversion was approved by the "Other Business Entity" in accordance with the Florida Statutes. P03000015851
4. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333.
5. The effective date of the conversion shall be the date of filing of the Certificate of Conversion.
6. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: **Millenia LI Restaurants, LLC**

Executed this 25<sup>th</sup> day of June, 2010.

**MILLENIA LI RESTAURANTS, INC.**, a  
Florida corporation

By:   
Rashid A. Khatib, President

**MILLENIA LI RESTAURANTS, LLC**, a  
Florida limited liability company

By:   
Rashid A. Khatib, Manager

**ARTICLES OF ORGANIZATION  
OF  
MILLENIA LI RESTAURANTS, LLC**

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ARTICLE I - NAME

The name of this limited liability company is MILLENIA LI RESTAURANTS, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

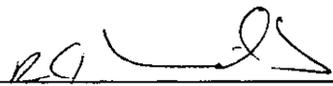
The mailing address and street address of the principal office of the Company is 5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819, and the name of the initial registered agent of the Company at that address is Rashid A. Khatib.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

  
\_\_\_\_\_  
Rashid A. Khatib, Authorized  
Representative of a Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in 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 as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Rashid A. Khatib