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PRACTICE LIMITED TO
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BUSINESS PLANNING & TAXATION

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WITH ADAMS GALLINAR, P.A.

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KEY WEST OFFICE

GULFVIEW POINTE
2647 GULFVIEW DRIVE
KEY WEST, FLORIDA 33040

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PLEASE REPLY TO:
SOUTH MIAMI

July 9, 2010

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: FAUSTO'S FOOD PALACE, INC. (CONVERSION TO LLC)

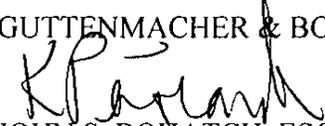
To Whom It May Concern:

Enclosed please find a Certificate of Conversion and Articles of Organization for the above referenced entity, along with a check in the amount of \$150.00 representing the fee for such. Once complete, please forward the letter of confirmation of conversion to us in the self-addressed stamped envelope provided.

Should you have any questions, or need anything further, please do not hesitate to contact us.

Sincerely,

GUTTENMACHER & BOHATCH, P.A.


for - JOHN S. BOHATCH, ESQ.

JSB/jdf
Encl.

FILED
10 JUL 12 PM 12:26
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FAUSTO'S FOOD PALACE, 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:

JOHN S. BOHATCH, ESQ.
(Contact Person)

GUTTENMACHER & BOHATCH, P.A.
(Firm/Company)

7301 SW 57TH COURT, SUITE 560
(Address)

SOUTH MIAMI, FLORIDA 33143
(City, State and Zip Code)

LAW@GBTAXLAW.COM
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

JOHN S. BOHATCH, ESQ. at (305) 666-1040
(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

FILED
 10 JUL 12 PM 12:26
 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:
FAUSTO'S FOOD PALACE, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION 3500006
(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 JULY 29, 1969
(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:

FAUSTO'S FOOD PALACE, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(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.)

SECRETAR OF STATE
TALLAHASSEE, FLORIDA

10 JUL 12 PM 12:26

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Signed this _____ day of _____ 20¹⁰ _____

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: *James F. Weekley, Sr.*
Printed Name: JAMES F. WEEKLEY, SR. Title: MANAGER

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

Signature: *James F. Weekley, Sr.*
Printed Name: JAMES F. WEEKLEY, SR. Title: PRESIDENT

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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 12 PM 1:26
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FAUSTO'S FOOD PALACE, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

522 FLEMING STREET
KEY WEST, FLORIDA 33040

522 FLEMING STREET
KEY WEST, FLORIDA 33040

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

G.B & B-B REGISTRIES, LLC

Name

7301 SW 57TH COURT, SUITE 560

Florida street address (P.O. Box **NOT** acceptable)

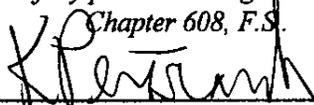
SOUTH MIAMI

FL 33143

City, State, and Zip

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, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR _____

JAMES F. WEEKLEY, SR.
519 ELIZABETH STREET
KEY WEST, FLORIDA 33040

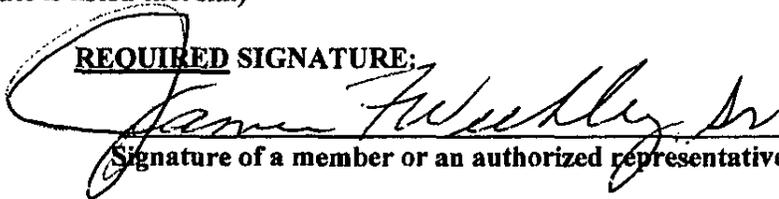
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

JAMES F. WEEKLEY, SR.

Typed or printed name of signee

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10 JUL 12 PM 12:26
CORPORATE SERVICES DIVISION
STATE OF FLORIDA

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)