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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
FEB 23 2011
EXAMINER

JONATHAN B. ALPER

ATTORNEY AT LAW
274 KIPLING COURT
HEATHROW, FL 32746
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ATTORNEY: JALPER@ALPERLAW.COM
PARALEGAL: JROYAL@ALPERLAW.COM

February 17, 2011

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Elias Restaurants, Inc. (Certificate of Conversion)
Elias Restaurants, LLC (Articles of Organization)

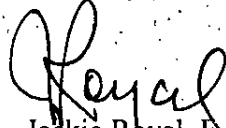
To Whom It May Concern:

Enclosed are the following:

1. Certificate of Conversion (Elias Restaurants, Inc. to Elias Restaurants, LLC);
2. Articles of Organization (Elias Restaurants, LLC);
3. Check #4790 i/a/o \$150 (\$25 for Certificate of Conversion and \$125 for Articles of Organization).

Please return all correspondence in this matter to Jonathan B. Alper, PLC, 274 Kipling Court, Heathrow, FL 32746 (US Mail) or to jroyal@alperl原因.com (e-mail).

Sincerely,



Jackie Royal, F.R.P.
Paralegal

Enc.

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**CERTIFICATE OF CONVERSION
FOR
ELIAS RESTAURANTS, INC.
INTO
ELIAS RESTAURANTS, LLC**

2011 FEB 22 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Elias Restaurants, Inc. into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Elias Restaurants, Inc.
2. The Corporation is a corporation first organized, formed, or incorporated under the laws of Florida on August 24, 2006 (Document No. P06000110499).
3. The name of the Florida limited liability company as forth in the attached Articles of Organization is Elias Restaurants, LLC.
4. The conversion is effective on the date of filing.

Signed this 17th day of February, 2011.



Adil R. Elias, President



Adil R. Elias, Manager

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

2011 FEB 22 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is **Elias Restaurants, LLC**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 2450 Maitland Center Parkway, Suite 300, Maitland, Florida 32751 and the street address is 2450 Maitland Center Parkway, Suite 300, Maitland, Florida 32751.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to conduct any and all lawful business.

ARTICLE IV - MANAGEMENT

The name and address of the managing member is:

Adil R. Elias
2450 Maitland Center Pkwy, Suite 300
Maitland, FL 32751

ARTICLE V - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

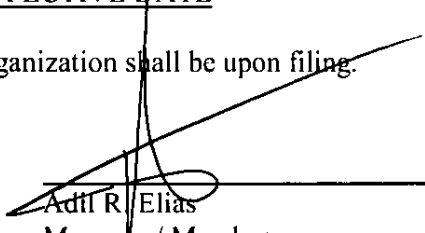
No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE VI - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.

ARTICLE VI - EFFECTIVE DATE

The effective date of these Articles of Organization shall be upon filing.


Adil R. Elias
Manager / Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

2011 FEB 22 AM 10:19

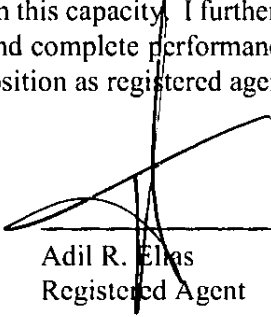
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is **Elias Restaurants, LLC**
2. The name and the Florida street address of the registered agent is:

Adil R. Elias
2450 Maitland Center Pkwy, Suite 300
Maitland, FL 32751

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.



Adil R. Elias
Registered Agent