

L11600141750

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

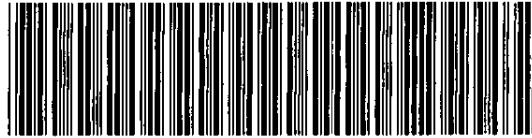
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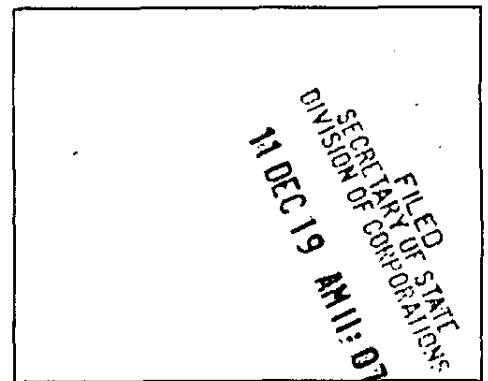
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ENTITY NAME:

MAHONEY COMMERCIAL REAL ESTATE HOLDINGS, LLC

CK# 3767 FOR \$300.00 (\$150.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

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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:

MANERO'S RESTAURANT OF PALM BEACH COUNTY, INC.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation H81120
(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 10/14/1985
(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:

Mahoney Commercial Real Estate Holdings, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 16th day of December 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Jessica Morales
Printed Name: John A. Mahoney, Manager Title: by: Jessica Morales, Attorney in Fact

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Jessica Morales
Printed Name: MAHONEY, DONNA T., President Title: by: Jessica Morales, Attorney in Fact

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)

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Mahoney Commercial Real Estate Holdings, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Mahoney Commercial Real Estate Holdings, LLC
2851 SW High Meadow Ave.
Palm City FL 34990

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Mark Brechbill
215 SW Federal Hwy Ste 100
Stuart FL 34994

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

John A. Mahoney
2851 SW High Meadow Ave.
Palm City FL 34990

Article VII. Company Existence

The Company's existence shall begin effective as of October 14, 1985.

The undersigned authorized representative of a member executed these Articles of Organization on 12/16/2011.



CORPORATE CREATIONS INTERNATIONAL INC.

Steven Buchta Executive Vice President
by Jessica Morales as attorney-in-fact

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Mahoney Commercial Real Estate Holdings, LLC

REGISTERED AGENT/OFFICE:

**Mark Brechbill
215 SW Federal Hwy Ste 100
Stuart FL 34994**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARK BRECHBILL
by Jessica Morales as attorney-in-fact

Date: December 16th, 2011

**Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107**