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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 036851 7222472  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 190.00

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ORDER DATE : December 22, 2011

ORDER TIME : 3:46 PM

ORDER NO. : 036851-005

CUSTOMER NO: 7222472

CONVERSION

NAME: BEERBEV INC.  
INTO  
BEERBEV LLC

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION**  
**FOR A FLORIDA PROFIT CORPORATION INTO ANOTHER BUSINESS ENTITY**  
(Pursuant to Florida Statutes §607.1113 and §608.439)

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This Certificate of Conversion is submitted to convert a Florida Profit Corporation into "another business entity" pursuant to Section 607.1113 of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.

1. The name of the Florida profit corporation converting into "another business entity" is Beerbev, Inc. (the "Company"). The Company was formed in the State of Florida on June 28, 2011, under document number P11000059504.
2. The name of the "other business entity" into which the Company will be converted will be Beerbev, LLC (the "Other Entity"). The Other Entity is a Florida limited liability company to be organized pursuant to the Florida Limited Liability Company Act.
3. The Company has been converted into the Other Entity in compliance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act. The conversion complies with Chapter 608 of the Florida Statutes and the Florida Limited Liability Company Act.
4. A Plan of Conversion entered into between the Company and the Other Entity was approved by the sole shareholder and sole director of the Company in accordance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act.
5. The conversion of Beerbev, Inc., a Florida corporation, into Beerbev, LLC, a Florida limited liability company, shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Organization for the Other Entity.
6. The principal office of the Other Entity shall be located at 260 Crandon Blvd., Suite 14, Key Biscayne, Florida 33149.

Date: December 22, 2011

BEERBEV, INC.

By: Bettina Gunkel

Name: Bettina Gunkel

Title: President

BEERBEV, LLC

By: Bettina Gunkel

Name: Bettina Gunkel

Title: Manager

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## **PLAN OF CONVERSION**

THIS PLAN OF CONVERSION ("Plan"), dated December 22, 2011, is made to convert **BEERBEV, INC.**, a Florida corporation (the "Converting Company"), to **BEERBEV, LLC**, a Florida limited liability company (the "Surviving Company"). This Plan is executed pursuant to the Florida Business Corporation Act ("FBCA") and the Florida Limited Liability Company Act ("FLLCA").

### **SECTION 1. TERMS AND CONDITIONS OF CONVERSION; EFFECT OF CONVERSION.**

(a) The conversion shall become effective upon the date (the "Effective Date") set forth in the Certificate of Conversion (as defined in Section 3). On the Effective Date, the Converting Company shall convert into the Surviving Company (the "Conversion"). In no event shall the Effective Date be a date later than that permitted by the FBCA or the FLLCA.

(b) Pursuant to the Conversion, the articles of organization attached as Exhibit A shall be the articles of organization of the Surviving Company.

(c) From and after the Effective Date, the sole shareholder of the Converting Company shall be the sole member of the Surviving Company.

(d) The offices and facilities of the Converting Company immediately prior to the Effective Date shall continue as the established offices and facilities of the Surviving Company on and after the Effective Date. The principal address and mailing address of the Converting Company located at 260 Crandon Blvd., Suite 14, Key Biscayne, Florida 33149, shall continue as the principal address and mailing address of the Surviving Company on and after the Effective Date. The registered agent of the Surviving Company shall be CFRA, LLC with a registered office at 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

### **SECTION 2. CONDITIONS PRECEDENT; BOARD AND SHAREHOLDER APPROVAL.**

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders, and approvals, and satisfaction of all other requirements prescribed by law, that are necessary for the consummation of the Conversion (and such other transactions), including without limitation the adoption and approval of this Plan by the board of directors and the shareholders of the Converting Company pursuant to Sections 607.1112 and 607.1103 of the FBCA and Section 608.439(8) of the FLLCA.

### **SECTION 3. FILING.**

If all of the conditions contemplated in Section 2 have been satisfied in accordance with Section 2, and this Plan has not have been terminated as provided in Section 4, the Converting Company shall cause a certificate of conversion meeting the requirements of Section 607.1113(1) of the FBCA and Section 608.439(3) of the FLLCA (the "Certificate of Conversion") to be properly executed and filed with the Florida Department of State.

**SECTION 4.    TERMINATION AND AMENDMENT.**

(a)    At any time prior to the filing of the Certificate of Conversion with the Florida Department of State, this Plan may be terminated by the shareholders of the Converting Company. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan (or its termination) on the Converting Company, its shareholders, or any of the Converting Company's directors, officers, employees, agents, assigns, or successors.

(b)    This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Certificate of Conversion by the Converting Company with the Florida Department of State.

**SECTION 5.    CONSTRUCTION OF TERMS.** All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require. References herein to a "Section" without reference to the FBCA or the FLLCA refer to the corresponding Section of this Plan.

**SECTION 6.    GOVERNING LAW.** This Plan shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, the Converting Entity has caused this Plan to be duly executed on its behalf by its President, as of the date first above written.

BEERBEV, INC.

By:   
Bettina Gunkel  
President

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**

(See attached.)

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SECRETARY OF STATE  
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**ARTICLES OF ORGANIZATION  
OF  
BEERBEV, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is Beerbev, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 260 Crandon Blvd., Suite 14, Key Biscayne, Florida 33149.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the registered office of the Company in the State of Florida is CFRA, LLC, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

**ARTICLE IV. DURATION**

The period of duration of the Company will be perpetual. The Company will continue in existence until terminated or dissolved in accordance with the Operating Agreement.

**ARTICLE V. MANAGEMENT**

The Company shall be manager managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

**ARTICLE VI. AUTHORIZED REPRESENTATIVE**

The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

<u>Name</u>	<u>Address</u>
Bettina Gunkel	260 Crandon Blvd., Suite 14 Key Biscayne, Florida 33149



IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 22<sup>nd</sup> day of December, 2011.

  
Bettina Gunke, Authorized Representative

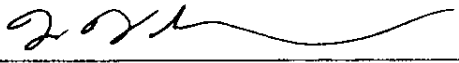
### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 22<sup>nd</sup> day of December, 2011.

**Registered Agent:**

CFRA, LLC, a Florida Limited Liability Company

By:   
William D. Rohrer, Authorized Representative