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EXAMINER



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EFFECTIVE DATE 1/1/2012

FILED  
SECRETARY OF STATE  
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11 DEC 28 AM 11: 06

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: RICKY SOTO

EFFECTIVE DATE 1/1/2012

DATE: 12/28/2011

REF. #: 000162.159465

CORP. NAME: MHH MANAGEMENT, LLC (a Georgia LLC) converting to MHH MANAGEMENT, LLC (a Florida LLC)

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION            | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

STATE FEES PREPAID WITH CHECK# 542838 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

EFFECTIVE DATE 1/1/2012

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**CERTIFICATE OF CONVERSION  
OF  
MHH MANAGEMENT, LLC, a Georgia limited liability company  
INTO  
MHH MANAGEMENT, LLC, a Florida limited liability company**

The undersigned, being the authorized representative of all of the members and also the manager of (i) MHH Management, LLC, a Georgia limited liability company (the "Georgia LLC"), and (ii) MHH Management, LLC, a Florida limited liability company (the "Florida LLC"), executes this certificate to effectuate the conversion of the Georgia LLC into the Florida LLC.

1. The Georgia LLC was created under the laws of the State of Georgia on June 24, 2002. The Georgia LLC has at all times been a Georgia limited liability company.

2. The name of the Georgia LLC is MHH Management, LLC. *M 05000003652*

3. The name of the business entity to which the Georgia LLC is to be converted is MHH Management, LLC, a Florida limited liability company. The Florida LLC was created by the filing of its Articles of Organization with the Secretary of State of the State of Florida effective as of the Effective Time specified in Paragraph 5 below.

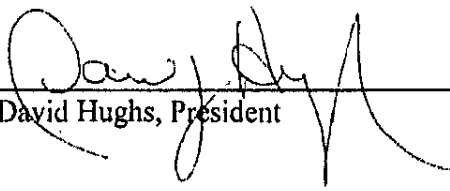
4. The plan of conversion has been approved as required by Section 14-11-906(c) of the Georgia Code.

5. The effective date and time of the conversion of the Georgia LLC into the Florida LLC shall be the beginning of the day on January 1, 2012 (the "Effective Time").

6. The authority of the Georgia LLC's registered agent to accept service on its behalf is revoked as of the Effective Time and the Secretary of State of the State of Georgia is irrevocably appointed as the agent for service of process on the Florida LLC in any proceeding to enforce an obligation of the Georgia LLC arising prior to the Effective Time, including the rights, if any, of dissenting members.

7. A copy of any service of process served after the Effective Time on the Secretary of State of the State of Georgia pursuant to Section 6 above should be mailed to MHH Management, LLC, 5315 Avion Park Drive, Suite 120, Tampa, Florida 33607. The Secretary of State will be notified of any change in the Florida LLC's mailing address.

**McKibbon Hotel Group, Inc.,**  
As Manager and authorized representative of the  
Florida LLC and the Georgia LLC

By:   
David Hughes, President

EFFECTIVE DATE 1/1/2012

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 28 AM 11:07

**ARTICLES OF ORGANIZATION  
OF  
MHH MANAGEMENT, LLC**

The undersigned executes these Articles of Organization of MHH MANAGEMENT, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

**ARTICLE I. NAME**

The name of the limited liability company is: MHH Management, LLC

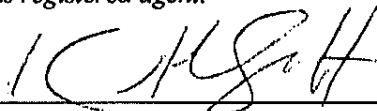
**ARTICLE II. ADDRESS**

The mailing and street address of the principal office of the limited liability company is 5315 Avion Park Drive, Suite 120, Tampa, Florida 33607.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the limited liability company is 101 E. Kennedy Boulevard, Suite 3700, Tampa, FL 33602, and the name of the Company's initial registered agent at that address is Kevin H. Sutton.

*Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of the position as registered agent.*




Kevin H. Sutton

**ARTICLE IV. MANAGEMENT OF COMPANY**

The business of the limited liability company will be managed by one or more managers as set forth in the company's operating agreement.

**ARTICLE V. EFFECTIVE DATE AND TIME**

The filing of these Articles of Organization shall be effective as of the beginning of the day on January 1, 2012.



David J. Hughs  
Authorized Representative of the Members