L12000073554

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SECRETARY OF STATE

2013 NOV -7 PM 12: 0

COVER LETTER

TO: Registration Section Division of Corporations

SUBJECT: Costa Ludus LLC/Costa Apparel Group, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Contact Person

Long Kaimer Winesur Depoler LLP

2120 Carey Ave. Ste. 300

City, State and Zip Code

E-Inail address: (to be used for future annual peport notification)

For further information concerning this matter, please call:

Jeremy W. Bouchard at (307)632-1103

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

.\$30.00 Filing Fee and Certificate of Status \$55.00 Filing Fee and Certified Copy

\$60.00 Filing Fee, 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

CERTIFICATE OF CONVERSION FOR FLORIDA LIMITED LIABILITY COMPANY INTO WYOMING LIMITED LIABILITY COMPANY

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 608.4403, Florida Statutes.

- 1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is: Costa Apparel Group, LLC. 120000 73554
- 2. The name of the "Other Business Entity" is: Costa Apparel Group, LLC.
- 3. The "Other Business Entity" is a: <u>Limited Liability Company</u> organized under the laws of <u>Wyoming</u>.
- 4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."
- 5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.
- **6.** This conversion was effective under the laws governing the "Other Business Entity" on: November 8, 2013.
- 7. This conversion shall be effective in Florida on November 8, 2013.
- **8.** The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows: <u>970 W Broadway, Suite E-373, Jackson, WY 83002</u>.

9. The "Other Business Entity" is appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

10. The "Other Business Entity" has agreed to pay any members having appraisating the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 22 day of October, 2013

Kirsten Costa, Manager