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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization and Plan of Conversion are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MOE'S SOUTHWEST GRILL BRANDON, INC.

2. **MOE'S SOUTHWEST GRILL BRANDON, INC.**, is a corporation first incorporated under the laws of Florida on January 3, 2002.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

MOE'S SOUTHWEST GRILL BRANDON, LLC

4. The Effective date will be as stated in the attached Articles of Organization.

Signed this 24th day of May, 2012.

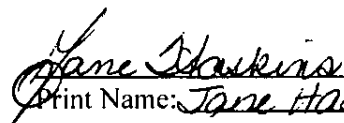
WITNESSES:


"OTHER BUSINESS ENTITY"
**MOE'S SOUTHWEST GRILL
BRANDON, INC.**


Print Name: _____

By: _____
KENNETH W. FRANKLIN, JR.
Title: President/Treasurer/Director

Print Name: _____


Print Name: Jane Haskins

By: 
ANTONY C. FRIEL
Title: Vice President/Secretary/Director


Print Name: D.A. WALTON

12 JUN - 1 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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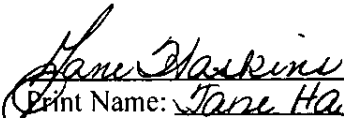
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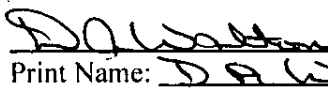
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Print Name: _____

Print Name: _____

Print Name: _____

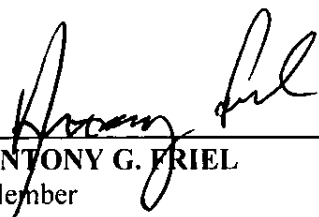

Print Name: Tane Haskins


Print Name: D A WALTON

"LIMITED LIABILITY COMPANY"
MOE'S SOUTHWEST GRILL
BRANDON, LLC

By: _____
KENNETH W. FRANKLIN, JR.
Member

By: _____
MARIAM W. FRANKLIN
Member

By: 
ANTONY G. FRIEL
Member

Signature page 2

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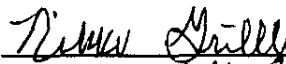
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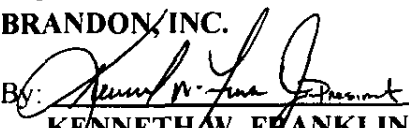

Print Name: PAUL R. GRIBBLE


Print Name: Nikki Gribble

Print Name: _____

Print Name: _____

"OTHER BUSINESS ENTITY"
**MOE'S SOUTHWEST GRILL
BRANDON, INC.**

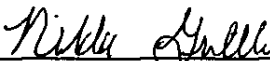
By: 
KENNETH W. FRANKLIN, JR.
Title: President/Treasurer/Director

By: _____
ANTONY G. FRIEL
Title: Vice President/Secretary/Director

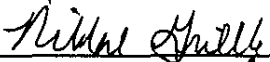
Signature page 3

WITNESSES:


Print Name: Paul R. Gribble


Print Name: Nikki Gribble

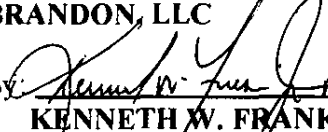

Print Name: Paul R. Gribble



Print Name: Nikki Gribble

Print Name: _____

Print Name: _____

"LIMITED LIABILITY COMPANY"
MOE'S SOUTHWEST GRILL
BRANDON, LLC

By: 
KENNETH W. FRANKLIN, JR.
Member

By: 
MARIAM W. FRANKLIN
Member

By: _____
ANTONY G. FRIEL
Member

**ARTICLES OF ORGANIZATION
FOR
MOE'S SOUTHWEST GRILL BRANDON, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I-Name:

The name of the Limited Liability Company is:

MOE'S SOUTHWEST GRILL BRANDON, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address

2338 W BRANDON BLVD
BRANDON FL 33511

Mailing Address

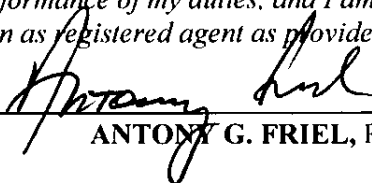
6020 WINTHROP TOWN CENTRE AVENUE
RIVERVIEW FL 33578

ARTICLE III- Registered Agent and Registered Office:

The name and the Florida street address of the Registered Agent is:

ANTONY G. FRIEL
6020 WINTHROP TOWN CENTRE AVENUE
RIVERVIEW FL 33578

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in 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 obligations of my position as registered agent as provided for in Chapter 608, F. S.


ANTONY G. FRIEL, Registered Agent

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12 JUN - 1 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Managing Members:

The name and address of each of the Managing Members are as follows:

<u>Title:</u>	<u>Name and Address</u>
MGRM	KENNETH W. FRANKLIN, JR. 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578
MGRM	MARIAM W. FRANKLIN 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578
MGRM	ANTONY G. FRIEL 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578

ARTICLE V - Effective Date:

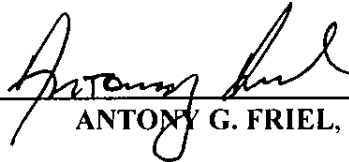
The Effective Date of this Limited Liability Company shall be deemed to have commenced on filing.

Signed this 24th day of May, 2012.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

KENNETH W. FRANKLIN, JR., Member/MGRM

MARIAM W. FRANKLIN, Member/MGRM



ANTONY G. FRIEL, Member/MGRM

ARTICLE IV- Managing Members:

The name and address of each of the Managing Members are as follows:

<u>Title:</u>	<u>Name and Address</u>
MGRM	KENNETH W. FRANKLIN, JR. 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578
MGRM	MARIAM W. FRANKLIN 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578
MGRM	ANTONY G. FRIEL 6020 WINTHROP TOWN CENTRE AVENUE RIVERVIEW FL 33578

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Signed this 24th day of May, 2012.

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KENNETH W. FRANKLIN, JR., Member/MGRM


MARIAM W. FRANKLIN, Member/MGRM

ANTONY G. FRIEL, Member/MGRM