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TALLAHASSEE, FLORIDA

N. Culligan NOV 29 2012

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/28/2012

REF. #: 000150.176589

CORP. NAME: LUXBRAND INVESTMENTS INC. into LUXBRAND INVESTMENTS 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# 102082 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
LUXBRAND INVESTMENTS INC.
INTO
LUXBRAND INVESTMENTS LLC**

FILED
12 NOV 28 AM 9: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The undersigned duly authorized signor, on behalf of Luxbrand Investments Inc., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation at its incorporation was Luxbrand Investments Inc., and immediately prior to the filing of this Certificate of Conversion was Luxbrand Investments Inc.
2. The Converting Corporation is a corporation first incorporated under the laws of the State of Florida on March 2, 2011 (Document Number P11000021467).
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is Luxbrand Investments LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 608 of the Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607 of the Florida Statutes.
6. The written consent of the directors and shareholders of the Converting Corporation who, as a result of the conversion, are now the officers and members, respectively, of the surviving entity was obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of Luxbrand Investments LLC is c/o NRAI Services, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.


[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 28th day of November, 2012.

LUXBRAND INVESTMENTS INC.

By: 
Name: Lorenzo Locatelli
Title: Chief Executive Officer

LUXBRAND INVESTMENTS LLC

By: 
Name: Lorenzo Locatelli
Title: Managing Partner

ARTICLES OF ORGANIZATION
OF
LUXBRAND INVESTMENTS LLC

ARTICLE I - Name

The name of the Limited Liability Company is Luxbrand Investments LLC (the "Company").

ARTICLE II - Address

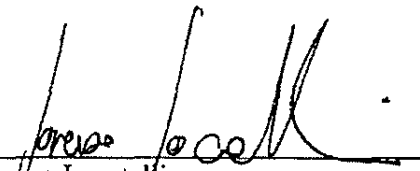
The mailing address and street address of the principal office of the Company is c/o NRAI Services, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.

ARTICLE III- Registered Agent and Office

The street address of the Company's initial registered agent and office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is NRAI Services, Inc.

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.

Dated this 28th day of November, 2012.



Lorenzo Locatelli
Authorized Representative

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Luxbrand Investments LLC at the place designated in these Articles of Organization, does hereby accept 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 is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 28th day of November 2012

By: Katrin Womack, Asst. Sec.

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CLERK OF STATE
TALLAHASSEE, FLORIDA