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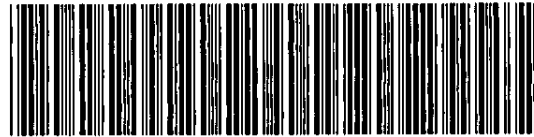
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/28/13--01027--023 **198.75

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DIVISION OF CORPORATIONS
13 MAR 12 PM 1:39

MAR 13 2013
T. HAMPTON

11/21/2013

BRISKIN, CROSS & SANFORD, LLC

ATTORNEYS AT LAW

Letter to Florida Department of State, Division of Corporations

Amendment Section

February 27, 2013

Page 2 of 2

Enclosed is a check payable to the Florida Department of State in the amount of \$198.75, which represents the following fees:

- \$35.00 Filing Fee for the *Certificate of Conversion*
- \$8.75 for a Certified Copy of the *Certificate of Conversion*
- \$125.00 Filing Fee for the *Articles of Organization and Designation of Registered Agent*
- \$30.00 for a Certified Copy of the *Articles of Organization and Designation of Registered Agent*

Please do not hesitate to contact us with any questions in the above matter. Thank you for your assistance.

Sincerely,

BRISKIN, CROSS & SANFORD, LLC



Alan M. Briskin

Enclosures

ALAN M. BRISKIN, ESQ
BRISKIN, CROSS & SANFORD, LLC
1001 CAMBRIDGE SQUARE
STE D
ALPHARETTA, GA 30009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 MAR 12 AM 6:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 1, 2013

ALAN M BRISKIN
RISKIN BROSS & SANFORD LLC
1001 CAMBRIDGE SQUARE - STE D
ALPHARETTA, GA 30009

SUBJECT: BLUE COAST FINANCIEL GROUP, LLC
Ref. Number: W13000012414

We have received your document for BLUE COAST FINANCIEL GROUP, LLC and your check(s) totaling \$198.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 213A00004957

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CERTIFICATE OF CONVERSION

for the conversion of
BLUE COAST FINANCIAL GROUP INC.

into
BLUE COAST FINANCIAL GROUP, LLC

Pursuant to provisions of the Chapter 607.1113, F.S., BLUE COAST FINANCIAL GROUP INC., a Florida Profit Corporation (the "Company") sets forth the following Certificate of Conversion.

ARTICLE 1

The name of the Florida Profit Corporation converting into the "Other Business Entity" is BLUE COAST FINANCIAL GROUP INC, which was incorporated in Florida on December 9, 2008.

ARTICLE 2

The name of the "Other Business Entity" is BLUE COAST FINANCIAL GROUP, LLC.

ARTICLE 3

The Other Business Entity is a limited liability company organized under the laws of the State of Florida on March 1, 2013. A true and accurate copy of the Articles of Organization of the Other Business Entity are attached hereto as **Exhibit A** and incorporated herein.

ARTICLE 4

The above referenced Florida Profit Corporation has converted into the "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the Other Business Entity.

ARTICLE 5

A plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S. A signed plan of conversion is on file at the principal place of business of the Florida Profit Corporation, located at 1200 4th St. Ste. 302, Key West, FL 33040, and will also be on file at the principal place of business of the "Other Business Entity," which will similarly be located at 1200 4th St. Ste. 302, Key West, FL 33040. A copy of the plan

of conversion, upon written request, will be furnished without cost to any shareholder or member of the Florida Profit Corporation or the Other Business Entity.

ARTICLE 6

The written consent of each shareholder who, as a result of the conversion, is now a member of the Other Business Entity was obtained pursuant to s. 607.1112(6), F.S.

ARTICLE 7

Each share of the Florida Profit Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the conversion and without any action on the part of the holder thereof, thereupon be converted into one (1) unit of the Other Business Entity's membership interest and shall collectively constitute 100% of the membership units issued and outstanding in the Other Business Entity.

ARTICLE 8

This conversion shall be effective in Florida upon the filing of this Certificate with the Florida Department of State, Division of Corporations (the "Effective Date").

ARTICLE 9

The Other Business Entity's principal office address is as follows:

1200 4th St. Ste. 302
Key West, FL 33040

ARTICLE 10

The Other Business Entity's registered agent and registered office in the State of Florida are as follows:

Shawn Hull
1200 4th St. Ste. 302
Key West, FL 33040

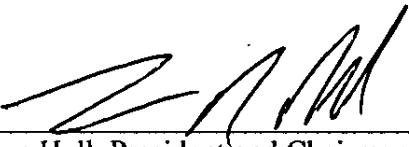
ARTICLE 11

The Other Business Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

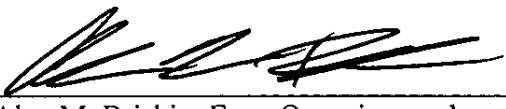
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
this 26th day of February, 2013.

BLUE COAST FINANCIAL GROUP INC.


Shawn Hull, President and Chairman

BLUE COAST FINANCIAL GROUP, LLC


Alan M. Briskin, Esq., Organizer and
Authorized Representative of Shawn Hull, Member

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EXHIBIT A

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**ARTICLES OF ORGANIZATION
OF**

BLUE COAST FINANCIAL GROUP, LLC

The undersigned, an authorized representative and acting as organizer of BLUE COAST FINANCIAL GROUP, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company:

I. NAME OF COMPANY

The name of the limited liability company is BLUE COAST FINANCIAL GROUP, LLC (the "Company").

II. ADDRESS

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

Principal Office Address

1200 4th St.
Ste. 302
Key West, FL 33040

Mailing Address

1200 4th St.
Ste. 302
Key West, FL 33040

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**III. REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED
AGENT'S SIGNATURE**

The name and Florida street address of the registered agent are:

Shawn Hull
1200 4th St.
Ste. 302
Key West, FL 33040

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 the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Shawn Hull, Registered Agent

IV. PERIOD OF DURATION

The Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue until the Company is dissolved and its affairs wound up in accordance with the terms of the Company's Operating Agreement or the Florida Limited Liability Company Act.

V. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act.

VI. ORGANIZER

The Organizer of the Company is as follows:

Alan M. Briskin, Esquire
Briskin, Cross & Sanford, LLC
1001 Cambridge Square, Suite D
Alpharetta, Georgia 30009

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VII. INDEMNIFICATION

Each person who is or was a member or manager of the Company, and each person who is or was a member or manager of the Company, who at the request of the Company is serving or has served as an member, manager, partner, joint venturer or trustee of another company, corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Company against those expenses (including attorneys' fees, paralegal fees, law clerk fees and other legal costs and expenses), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a member or manager of this Company or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been a member or manager of the Company or who are or have been an officer, director, member, manager, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Company shall promptly cause such determination to be made (i) by the members by majority vote of the ownership interest of members not at the time parties to the proceeding; or (ii) by special legal counsel selected by the members in the manner prescribed in (i).

As a condition to any such right of indemnification, the Company may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

The Company may purchase and maintain insurance on behalf of any such persons whether or not the Company would have the power to indemnify such members or managers against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the Company shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Florida.

VIII. VOTING; MANAGEMENT

Except as otherwise set forth in a written operating agreement, each Member of the Company shall have the right to vote on matters upon which Members are entitled to vote pursuant to the Florida Limited Liability Company Act in proportion to that Member's ownership interest in the Company. Notwithstanding the forgoing, the Company shall be managed by its Manager, and only such Manager shall have the authority to bind the Company except as expressly set forth in any non-waiveable provision of the Florida Limited Liability Company Act.


IX. ACTION WITHOUT MEETING

Action required or permitted to be taken at a meeting of the Members of the Company may be taken without a meeting if the following conditions are met:

- (i) The action was taken by Members that would have been entitled to vote at a duly called meeting; and
- (ii) The action must be approved by Members of the Company holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members of the Company entitled to vote were present and voted.

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SECRETARY OF STATE
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IN WITNESS WHEREOF, the undersigned organizer, acting as an authorized representative of the Company, has executed these Articles of Organization for BLUE COAST FINANCIAL GROUP, LLC this twenty-sixth (26th) day of February, 2013.


Alan M. Briskin, Esq., Organizer

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

Submitted by:

BRISKIN, CROSS & SANFORD, LLC
1001 Cambridge Square, Suite D
Alpharetta, GA 30009

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