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SECRETARY OF STATE ALLAHASSEF, FLORIDA

Orshan, Lithman, Seiden, Ramos, Hatton, Huesmann & Fajardo, 1111

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

: 150 Alhambra Circle Suite 1150 Coral Gables, Florida 33134

> Tel: (305) 858-0220 Fax: (305) 854-6810

Attorneys at Law

Robert D. Orshan Robert P. Lithman Jan K. Seiden Jorge H. Ramos David L. Hatton Nicole J. Huesmann Ariana Fajardo

Jamie Segal Davis Rachel Klastorin Samek Jeffrey M. Seiden Steven P. Spann

March 7, 2013

VIA REGULAR MAIL

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: American Explorer Tours Inc. to American Explorer Tours LLC

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Certificate of Conversion for "Other Business Entity" into a Florida Limited Liability Company for the above mentioned company along with the Articles of Organization for American Explorer Tours LLC.

Also, enclosed is a check in the amount of \$180.00, which covers the fee for filing and a certified copy. Please return the certified copy of the Certificate and Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated. Please call with any questions or additional requirements.

Very truly yours,

Nicole I. Huesmann

Enclosures/ra

Certificate of Conversion For "Other Business Entity" Into

Florida Limited Liability Company

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

| 1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: American Explorer Tours, Inc. (Enter Name of Other Business Entity) |
|--|
| 2. The "Other Business Entity" is a <u>corporation</u> (Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.) |
| first organized, formed or incorporated under the laws of Florida (Enter state, or if a non-U.S. entity, the name of the country) |
| on April 13, 2005 (Enter date "Other Business Entity" was first organized, formed or incorporated) |
| 3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: |
| 4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: |
| American Explorer Tours LLC |
| (Enter Name of Florida Limited Liability Company) |
| 5. If not effective on the date of filing, enter the effective date: (The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.) |
| 6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion |
| 7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which currently organized, formed or incorporated. |

| Signed this 5th day of March | 20 <u>13</u> . | |
|---|---|-------------------|
| Signature of Member or Authorized Republic Individual signing affirms that the facts at | presentative of Limited Liability Company: cated in this document arotrue. Any false info | rmation |
| constitutes a third degree felony as provid | ed for in s.817.155, F.S. // | |
| Signature of Member or Authorized Repre- Printed Name: Suely Auerbach | sentative: | - - |
| this document are true. Any false informa | Entity: Individual(s) signing affirm(s) that the tion constitutes a third degree felony as provid | |
| s.817.155, F.S. [See below for required sig | nature(s).} | |
| Signature: | Title: (President | |
| Printed Name: Suely Auerbach | Title: (President 1 | - |
| Signature: | • | |
| Printed Name: | Title: | - • |
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| Printed Name: | Title: | - |
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| Signature: Printed Name: | Title: | - |
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| Signature: | | <u>-</u> |
| Printed Name: | Title: | - |
| If Florida Corporation: | | |
| Signature of Chairman, Vice Chairman, Dire If Directors or Officers have not been selecte | | |
| in Directors of Officers have not been selecte | d, an incorporator must sign. | |
| If Florida General Partnership or Limited Signature of one General Partner. | Liability Partnership: | |
| If Florida Limited Partnership or Limited Signatures of <u>ALL</u> General Partners. | Liability Limited Partnership: | |
| All others: Signature of an authorized person. | | |
| Fees: | | |
| Certificate of Conversion: | \$25.00 | |
| Fees for Florida Articles of Organization: Certified Copy: | \$125.00 \$30.00 (Optional) | |
| Certificate of Status: | \$5.00 (Optional) | |
| | Page 2 of 2 | |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

| ARTICLE I - Name: The name of the Limited Liability Company is: | · · · |
|---|---|
| American Explorer Tours LLC (Must end with the words "Limited Liability Company, the abb | reviation "L.L.C.," or the designation "LLC.") |
| ARTICLE II - Address: The mailing address and street address of the pr | incipal office of the Limited Liability Company is: |
| Principal Office Address: | Mailing Address: |
| 2206 Hollywood Bivd. Hollywood, FL 33020 | 2206 Hollywood Bivd. Hollywood, FL 33020 |
| ARTICLE III - Registered Agent, Registered (The Limited Liability Company cannot serve as its own Regist business entity with an active Florida registration.) | Office, & Registered Agent's Signature: ered Agent. You must designate an individual or another |
| The name and the Florida street address of the re | egistered agent are: |
| Suely Auerbach | Name |
| 2206 Hollywood Biv Florida street address | /d. (P.O. Box <u>NOT</u> acceptable) |
| Hollywood | FL 33020 |
| City, | State, and Zip |
| company at the place designated in this certificate agree to act in this capacity. I further agree to co proper and complete performance of my duties, a position as registered agent as provided for in Ch | cept service of process for the above stated limited liability e, I hereby accept the appointment as registered agent and amply with the provisions of all statutes relating to the and I am familiar with and accept the obligations of my apten 608, F.S Agan's Signature (REQUIRED) |

Page 1 of 2

| "MGRM" = Managing Member MGR Suely Auerbach 2206 Hollywood Blvd. Hollywood, FL 33020 MGR Monique Moundy Rives 19 Rue de Pourrenque 33150 Fenouillet France (Use attachment if necessary) TICLE V: Effective date, if other than the date of filing: (OPTIONAL) the effective date: 1) cannot be prior to nor more than 90 days after the date this doc Florida Department of State; AND 2) must be the same as the effective date lister difficate of Conversion, if an effective date listed therein.) QUIRED SIGNATURE: | <u>Title:</u> "MGR" = Manager | Name and Address: |
|---|---------------------------------|--|
| MGR Monique Moundy Rives 19 Rue de Pourrenque 33150 Fenouillet France (Use attachment if necessary) TICLE V: Effective date, if other than the date of filing: (OPTIONAL) e effective date: 1) cannot be prior to nor more than 90 days after the date this doc Florida Department of State; AND 2) must be the same as the effective date lister tificate of Conversion, if an effective date listed therein.) | | ber |
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| | nature of a member | or an authorized representative of a member. |
| | Signature of a member | or an authorized representative of a member. |

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Suely Auerbach
Typed or printed name of signee