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APR 18 2013

T CLINE

Spiegel & Utrera
Requester's Name

Address

City/State/Zip 728-0166 Phone # _____

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sam's Automotive Inc to LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
2013 APR 17 AM 9:50
STATE OF MISSISSIPPI
CLERK OF SUPREME COURT

Examiner's Initials


**CERTIFICATE OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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

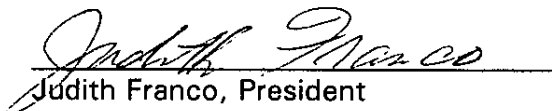
1. The name of the Florida Corporation immediately prior to the filing of this Certificate of Conversion is: **SAM'S AUTOMOTIVE INC.** *JS2232*
2. The Corporation was first incorporated under the laws of the STATE OF FLORIDA on 01/13/1987.
3. The jurisdiction of the Corporation was never changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **SAM'S AUTOMOTIVE LLC**
5. The conversion will be effective on the date of the filing by the Secretary of State.
6. The conversion is permitted by the applicable laws governing the corporation and the conversion complies with such laws and the requirements of s.608.439, F.S., in effecting the conversion.
7. The Corporation currently exists on the official records of the jurisdiction under which it is currently incorporated.

Signed this 16th day of April, 2013

Signature of Member of the Limited Liability Company:


Judith Franco, Member

Signature on behalf of the Corporation


Judith Franco, President

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2013 APR 17 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SAM'S AUTOMOTIVE LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **SAM'S AUTOMOTIVE LLC**.

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1021 Northeast 44th Court, Oakland Park, Florida 33334, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.

L A W Y E R S

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

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2003 APR 17 AM 8:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Judith Franco
Secretary: Michael Franco

whose mailing addresses shall be the same as the principal office of the Company.



SPIEGEL & UTRERA, P.A.

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MIAMI, FLORIDA

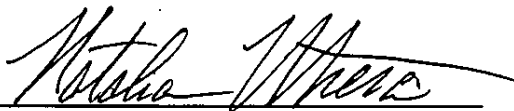
IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 16th day of April, 2013.


Judith Franco, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice-President

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2013 APR 17 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

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