

L13000174853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

P1-19597

(Document Number)

Certified Copies _____

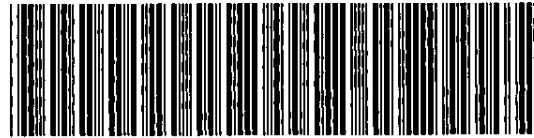
Certificates of Status _____

Special Instructions to Filing Officer:

DEC 19 2013

A. LUNT

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12/20/13--01016--007 **5.00

12/19/13--01002--002 **180.00

FILED
2013 DEC 18 AM 10:23
DEPARTMENT OF STATE

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DEPARTMENT OF STATE

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

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 12/18/13

REF. #:

CORP. NAME: DESTINATION EXPERIENCE, INC. converting into: DE OPERATING, 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 type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION FILING | | |
- FILED
2013 DEC 18 AM 10:27
TALLAHASSEE, FL

STATE FEES PREPAID WITH CHECK# 70011758 **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

"Other Business Entity"

Into

Florida Limited Liability Company

FILED
2013 DEC 18 PM 1
HALL COUNTY
FLORIDA

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 Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: DESTINATION EXPERIENCE, INC. (the "Corporation")

2. The "Other Business Entity" is a corporation first incorporated under the laws of Florida on March 3, 2010.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization: DE OPERATING LLC

4. The effective date of the conversion is December 18, 2013.

5. The plan of conversion was approved by the Corporation in accordance with the Florida Business Corporation Act.

[Signature Page Follows]

Signed this 18th day of December, 2013.

Signature of Authorized Representative of Limited Liability Company:

DE OPERATING LLC

By:

Name: Arthur P. Finlaw

Title: Authorized Representative

Signature on behalf of Other Business Entity:

DESTINATION EXPERIENCE, INC.

By:

Name: Arthur P. Finlaw

Title: Vice President

ARTICLES OF ORGANIZATION
OF
DE OPERATING LLC
(A Florida Limited Liability Company)

ARTICLE I
NAME

The name of the limited liability company (the "Company") is: DE Operating LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company are: 14251 Panama City Beach Parkway, Panama City Beach, FL 32413.

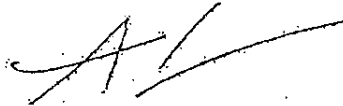
ARTICLE III
DURATION

The effective date for the Company shall be the date of filing of these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent are: Arthur P. Finlaw, 14251 Panama City Beach Parkway, Panama City Beach, FL 32413.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of December, 2013.



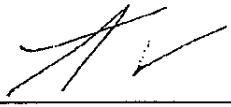
Arthur P. Finlaw,
Authorized representative

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **DE OPERATING LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts 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 his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this 18th day of December, 2013.



Arthur P. Finlaw