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TALLAHASSEE, FLORIDA

NOV 18 2014

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 17th And Dixie Union 76, LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Elizabeth Lao
(Contact Person)

SMGQ Law
(Firm/Company)

201 Alhambra Circle, Ste 1205
(Address)

Coral Gables, FL 33134
(City, State and Zip Code)

elao@smgqlaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Elizabeth Lao at (305) 377-1000
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☑ $150.00 Filing Fees ($25 for Conversion & $125 for Articles of Organization)

☐ $155.00 Filing Fees and Certificate of Status

☐ $180.00 Filing Fees and Certified Copy

☐ $185.00 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF CONVERSION OF
17TH AND DIXIE UNION 76, INC. INTO
17TH AND DIXIE UNION 76, LLC

This Certificate of Conversion and the attached Articles of Conversion are submitted to convert **17TH AND DIXIE UNION 76, INC.**, a corporation organized under the laws of the State of Florida, into **17TH AND DIXIE UNION 76, LLC**, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 605.1045 and 607.1114, Florida Statutes.

1. 17TH AND DIXIE UNION 76, INC., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on August 12, 1981, under Document Number 698579.

2. The name of the Florida limited liability company into which 17TH AND DIXIE UNION 76, INC. will be converted is 17TH AND DIXIE UNION 76, LLC. The Articles of Conversion of 17TH AND DIXIE UNION 76, LLC are attached to this Certificate of Conversion.

3. The conversion of 17TH AND DIXIE UNION 76, INC., a Florida corporation, into 17TH AND DIXIE UNION 76, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Revised Limited Liability Company Act, Chapter 605.

4. The conversion of 17TH AND DIXIE UNION 76, INC., a Florida corporation, into 17TH AND DIXIE UNION 76, LLC and the Articles of Conversion of 17TH AND DIXIE UNION 76, LLC were approved by all of the shareholders and directors of 17TH AND DIXIE UNION 76, INC., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.

5. The address of the principal office of 17TH AND DIXIE UNION 76, LLC is 2465 S.W. 17th Avenue, Miami, Florida 33145. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the federal employer identification number for 17TH AND DIXIE UNION 76, LLC will be 59-2127239 which is the same Federal employer identification number of 17TH AND DIXIE UNION 76, INC.

6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.

7. 17TH AND DIXIE UNION 76, LLC shall pay any shareholder of 17TH AND DIXIE UNION 76, INC. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 6 day of October, 2014.

Ricardo R. Fonseca

as President of 17TH AND DIXIE UNION 76, INC., and as a Manager of 17TH AND DIXIE UNION 76, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF CONVERSION OF
17TH AND DIXIE UNION 76, LLC

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Conversion:

ARTICLE I. NAME

The name of the limited liability company is 17TH AND DIXIE UNION 76, LLC (hereinafter, the "Company").

ARTICLE II. MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 2465 SW 17th Avenue, Miami, Florida 33145.

ARTICLE III . REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: SMGQ Law, 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134, Attn: Roland Sanchez-Medina Jr.

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TALLAHASSEE, FLORIDA

ARTICLE IV . MANAGEMENT

The Company will be a manager-managed company.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 605, F.S.

Roland Sanchez-Medina Jr.

Roland Sanchez-Medina Jr., as authorized representative

(In accordance with section 605.0203(1)(b) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)