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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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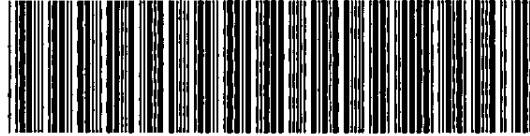
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. Shivers JAN 08 2015

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BIG FISH, 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:

Daniel J. Serber

(Contact Person)

Serber & Associates, P.A.

(Firm/Company)

2875 NE 191st Street, Suite 801

(Address)

Aventura, FL 33180

(City, State and Zip Code)

info@serberlawfirm.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Yolanda L. Fornaris at (305) 932-6262

(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

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles 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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
BIG FISH, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company.
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Delaware
on 05/24/2013
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
BIG FISH II, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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TALLAHASSEE, FLORIDA

Signed this 18 day of December, 2014.

Signature of Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 

Printed Name: Jennifer Zaga Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: Jonathan A. Paggi Title: Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
BIG FISH II, LLC
(A Florida Limited Liability Company)**

ARTICLE I - Name:

The name of the limited liability company is **BIG FISH II, LLC** (the "Limited Liability Company").

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (Section 605.0201, Florida Statutes).

ARTICLE IV - Address:

The mailing address of the Limited Liability Company shall be 2875 NE 191st Street, Suite 801, Aventura, FL 33180.

The street address of the principal office of the Limited Liability Company shall be 2875 NE 191st Street, Suite 801, Aventura, FL 33180.

ARTICLE V - Management:

The management of the Limited Liability Company is reserved to the manager. The manager of the Limited Liability Company is:

MGR: Jennifer Zaga
655 W. Flagger St., Suite 207
Miami, Florida 33130

ARTICLE VI - Registered Agent:

The registered agent for service of process on the Limited Liability Company shall be Serber & Associates P.A. 2875 NE 191st. Street, Suite 801, Aventura, Florida 33180.

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TALLAHASSEE, FLORIDA

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ARTICLE VII – Debt and Contractual Liability

Any member may contract debt and/or incur contractual liability by or on behalf of the Limited Liability Company.

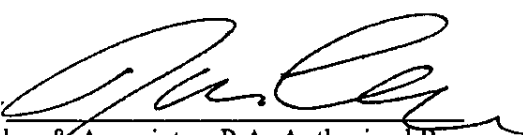
IN WITNESS WHEREOF, in accordance with section 605.0203 (1) (b), F.S., the undersigned hereby affirms under the penalties of perjury that the facts stated hereinabove are true. He is aware that any false information submitted in a document to the Department of State constituted a third degree felony as provided for in s.817.155, F.S. The undersigned have executed this instrument as of this 04 of September, 2014.


Joanna Plessis, Authorized Representative of Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, Serber & Associates P.A, hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and states that is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

Dated this 18 of December, 2014.

By 
Serber & Associates, P.A, Authorized Representative,
Registered Agent

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TALLAHASSEE, FLORIDA