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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Stevens MAR 13 2015

**BARED & ASSOCIATES, P.A**  
ATTORNEYS AND COUNSELORS AT LAW

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201 ALHAMBRA CIRCLE  
SUITE 601  
CORAL GABLES, FL 33134  
TELEPHONE-(305) 666-6010—FAX (786) 615-8945  
REALESTATE@BAREDLAW.COM

February 18, 2015

**VIA UPS NEXT DAY AIR NO. 1ZF498F70190176025**

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301


Subject: 3404 TO CLUB CORP., conversion to 3404 TO CLUB LLC  
Re: P15000014475

Dear Sir/Madam:

Enclosed please find Articles of Conversion for Florida Corporation Into a Florida Limited Liability Company along with check in the amount of \$150.00 which represent the filing fees for the Articles of Conversion and Articles of Organization.

If you should have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

  
Ana M. Gonzalez  
AMG/amg  
Enclosures

**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:  
3404 TO CLUB CORP.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(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  
on 02/12/2015  
(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**:  
3404 TO CLUB 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 all applicable statutes.

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Signed this 18 day of February 2015.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: Pablo R. Bared, Esq. Title: Incorporator

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

Signature: \_\_\_\_\_  
Printed Name: Pablo R. Bared, Esq. Title: Incorporator

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.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

3404 TO CLUB LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

201 Alhambra Circle  
Suite 601  
Coral Gables, FL 33134

**Mailing Address:**

201 Alhambra Circle  
Suite 601  
Coral Gables, FL 33134

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Pablo R. Bared, Esq.  
Name

201 Alhambra Circle, Suite 601  
Florida street address (P.O. Box **NOT** acceptable)

Coral Gables                      FL 33134  
City                                      Zip

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*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, 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 as registered agent as provided for in Chapter 605, F.S..*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

Andre El Mann

201 Alhambra Circle, #601

Coral Gables, FL 33134

MGR

Moises El Mann

201 Alhambra Circle, #601

Coral Gables, FL 33134

\_\_\_\_\_  
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(Use attachment if necessary)

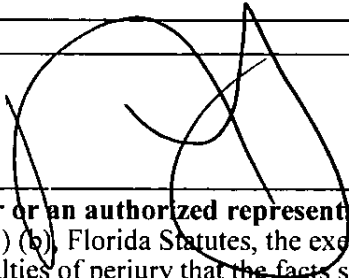
**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member.**

(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. 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.)

Pablo R. Bared, Esq. authorized representative

Typed or printed name of signee

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15 MAR -2 PM 12:53  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**