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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MARGAUX HOLDINGS, L.L.C.

(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:

Robert M. Kramer

(Contact Person)

Kramer, Green et al

(Firm/Company)

4000 Hollywood Blvd., Suite 485

(Address)

Hollywood, FL 33021

(City, State and Zip Code)

rkramer@kramergreen.com

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

For further information concerning this matter, please call:

Robert M. Kramer

at (954) 966-2112

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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:
Margaux Holdings Limited Partnership

(Enter Name of Other Business Entity)

BD30000000 60

2. The "Other Business Entity" is a limited partnership
(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 October 10, 2000 (Enter state, or if a non-U.S. entity, the name of the country)
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Margaux Holdings, L.L.C.
(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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 28th day of MAY 20 15.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: Mark A. Walker

Title: Manager

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

Signature: [Signature]

Printed Name: Mark A. Walker

Title: General Partner

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)

15 JUN -3 PM 12:48
S. J. [Signature]

**ARTICLES OF ORGANIZATION
FOR
MARGAUX HOLDINGS, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is **MARGAUX HOLDINGS, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Mark A. Walker, 12685 Hickory Road, North Miami, FL 33181.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 1,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Mark A. Walker
12685 Hickory Road
North Miami, FL 33181

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning one hundred percent (100%) of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning one hundred percent (100%) of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning one hundred percent (100%) of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

ARTICLE VIII - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in any business permitted by Florida law and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and one hundred percent (100%) of the members in interest may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members in interest consent otherwise.

ARTICLE IX - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

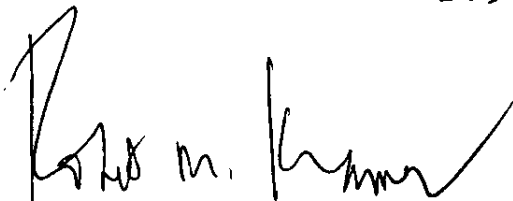
ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

One hundred percent (100%) of the members in interest may consent to an amendment to the Articles of Organization.

ARTICLE XI - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 28th day of May, 2015.



ROBERT M. KRAMER, Authorized representative
of the member of the Limited Liability Company

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **MARGAUX HOLDINGS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

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.


ROBERT M. KRAMER, Registered Agent

PLAN OF CONVERSION

Pursuant to Section 608.439 of the Florida Statutes, the following is a Plan of Conversion.

1. The name of the original entity is **MARGAUX HOLDINGS LIMITED PARTNERSHIP**
2. The proposed name of the resulting entity is **MARGAUX HOLDINGS, L.L.C.**
3. The jurisdiction that governs the original entity is Delaware.
4. The jurisdiction that governs the resulting entity is Florida.
5. The partners of the original entity shall exchange their partnership interest in the original entity for the Membership interest in the resulting entity on the basis of one unit of partnership interest of the original entity for one (1) unit of Membership interest in the resulting entity. The original entity shall then be liquidated into the resulting entity.

Adopted this 28th day of May, 2015.

MARGAUX HOLDINGS
LIMITED PARTNERSHIP

By: 

Mark A. Walker, General Partner

MARGUAX HOLDINGS, L.L.C.

By: 

Mark Walker, Manager