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November 30, 2015

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

Re: Conversion of Georgia LLC into Florida LLC  
Coalesce Capital, LLC

Dear Sir/Madam:

Please find enclosed original Articles of Conversion for a Georgia Limited Liability Company into a Florida Limited Liability Company, including the Articles of Organization for Coalesce Capital, LLC.

Please also find enclosed a check representing the filing fee in the amount of \$150.00. Also, enclosed is a postage paid return envelope for return of a filed stamped copy.

Please call if there are any questions or problems with the above filings. Thank you for your assistance.

Sincerely,



Leigh T. Flood  
Legal Assistant

/lf  
Enclosures

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**ARTICLES OF CONVERSION FOR  
GEORGIA LIMITED LIABILITY COMPANY  
INTO FLORIDA LIMITED LIABILITY COMPANY**

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AND  
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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Georgia Limited Liability Company into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

1. The name of the Georgia Limited Liability Company immediately prior to the filing of this Articles of Conversion is:

**COALESCE CAPITAL, LLC  
(Control #: 08020672)**

2. COALESCE CAPITAL, LLC, is a limited liability company organized under the laws of the State of Georgia, formed on **March 11, 2008**.

3. The name of the Florida Limited Liability company as set forth in the attached Articles of Organization:

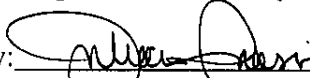
**COALESCE CAPITAL, LLC**

4. The conversion is effective as of the date of filing.

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

Signed this 24th day of November, 2015.

COALESCE CAPITAL, LLC  
a Georgia limited liability company

By:   
Juliana Larossi, Authorized Representative

COALESCE CAPITAL, LLC, a Florida  
limited liability company

By:   
Juliana Larossi, Authorized Representative

Jonathan L. Hay, Esq.  
Purcell, Flanagan, Hay & Greene, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
(904) 355-0355  
Fla. Bar No.: 456586

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**COALESCE CAPITAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

**Article I**

**Name**

The name of this limited liability company shall be: COALESCE CAPITAL, LLC

**Article II**

**Principal Office and Mailing Address**

The principal office and mailing address of this limited liability company shall be:

1036 PONTE VEDRA BOULEVARD  
PONTE VEDRA BEACH, FLORIDA 32082

**Article III**

**Initial Registered Agent and Address**

The name and street address of the initial registered agent of this limited liability company are:

ERICK R. HOLT  
1036 PONTE VEDRA BOULEVARD  
PONTE VEDRA BEACH, FLORIDA 32082

**Article IV**

**Authorized Members**

The name and street address of each Member who is initially authorized to manage and control the limited liability company are:

JULIANA IAROSI  
812 GREGG STREET  
COLUMBIA, SOUTH CAROLINA 29201

**Article V**  
**Effective Date**

The existence of this limited liability company shall commence on the date these Articles are signed.

**Article VI**  
**Purposes**

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

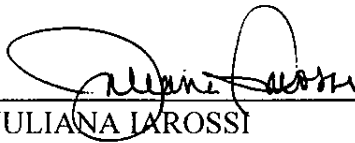
**Article VII**  
**Operating Agreement**

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

**Article VIII**  
**Amendment**

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

The undersigned has executed these Articles of Organization the 24th day of November, 2015.

  
\_\_\_\_\_  
JULIANA LAROSI  
Authorized Representative

**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: COALESCE CAPITAL, LLC.
2. The name and the Florida street address of the registered agent are:

ERICK R. HOLT  
1036 PONTE VEDRA BOULEVARD  
PONTE VEDRA BEACH, FLORIDA 32082

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, Florida Statutes.

  
\_\_\_\_\_  
ERICK R. HOLT, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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