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**ARTICLES OF CONVERSION
FOR OTHER BUSINESS ENTITY INTO FLORIDA LIMITED LIABILITY COMPANY**
(Pursuant to Florida Statutes §605.1045)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 §605.1045, Florida Statutes, effective January 1, 2017.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is Mexbrit, Inc. (the "Other Business Entity").
2. The "Other Business Entity" is a Corporation, and was first incorporated in the State of Florida on September 15, 1988, under document number M98649.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Mexbrit LLC, a Florida limited liability company (the "Company"), organized pursuant to the Florida Revised Limited Liability Company Act.
4. The effective date of the filing of these Articles of Conversion and Articles of Organization is January 1, 2017.
5. The Plan of Conversion entered into was approved by the sole shareholder and directors of the "Other Business Entity" in accordance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act.
6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under §605.1006 and 605.1061-605.1072 Florida Statutes.
7. The principal office of the Company shall be located at 4140 Woodridge Road, Miami, Florida 33133.

Dated effective as of January 1, 2017

Mexbrit, Inc.

By: _____

John C. Wigg, President

Mexbrit LLC

By: _____

John C. Wigg, Manager

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PLAN OF CONVERSION

2016 DEC 28 PM 4: 03

THIS PLAN OF CONVERSION ("Plan"), dated effective as of January 1, 2017, is made to convert **Mexbrit, Inc.**, a Florida corporation (the "Converting Company"), to **Mexbrit LLC**, a Florida limited liability company (the "Surviving Company"). This Plan is executed pursuant to the Florida Business Corporation Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLICA").

SECTION 1. TERMS AND CONDITIONS OF CONVERSION; EFFECT OF CONVERSION.

(a) The conversion shall become effective as of January 1, 2017 (the "Effective Date") set forth in the Articles of Conversion (as defined in Section 3). On the Effective Date, the Converting Company shall convert into the Surviving Company (the "Conversion"). In no event shall the Effective Date be a date later than that permitted by the FBCA or the FRLICA.

(b) Pursuant to the Conversion, the articles of organization attached as **Exhibit A** shall be the articles of organization of the Surviving Company.

(c) From and after the Effective Date, the sole shareholder of the Converting Company shall be the sole member of the Surviving Company, holding a 100% membership interest, and the President and Vice President of the Converting Company shall be the Managers of the Surviving Company.

(d) The offices and facilities of the Converting Company immediately prior to the Effective Date shall continue as the established offices and facilities of the Surviving Company on and after the Effective Date. The principal address and mailing address of the Converting Company located at 4140 Woodbridge Road, Miami, Florida 33133 shall continue as the principal address and mailing address of the Surviving Company on and after the Effective Date. The registered agent of the Surviving Company shall be CF Registered Agent, Inc., with a registered office at 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

SECTION 2. CONDITIONS PRECEDENT; BOARD AND SHAREHOLDER APPROVAL.

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders, and approvals, and satisfaction of all other requirements prescribed by law, that are necessary for the consummation of the Conversion (and such other transactions), including without limitation the adoption and approval of this Plan by the board of directors and the sole shareholder of the Converting Company pursuant to Sections 607.1112 and 607.1103 of the FBCA and Section 605.1045 of the FRLICA.

SECTION 3. FILING.

If all of the conditions contemplated in Section 2 have been satisfied in accordance with Section 2, and this Plan has not have been terminated as provided in Section 4, the Converting Company shall cause Articles of Conversion meeting the requirements of Section 607.1113(1) of

the FBCA and Section 605.1045 of the FRLCA (the "Articles of Conversion") to be properly executed and filed with the Florida Department of State.

SECTION 4. TERMINATION AND AMENDMENT.

(a) At any time prior to the filing of the Articles of Conversion with the Florida Department of State, this Plan may be terminated by the sole shareholder of the Converting Company. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan (or its termination) on the Converting Company, its shareholders, or any of the Converting Company's directors, officers, employees, agents, assigns, or successors.

(b) This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Articles of Conversion by the Converting Company with the Florida Department of State.

SECTION 5. CONSTRUCTION OF TERMS. All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require. References herein to a "Section" without reference to the FBCA or the FRLCA refer to the corresponding Section of this Plan.

SECTION 6. GOVERNING LAW. This Plan shall be governed by the laws of the State of Florida.

[Signature on following page]

IN WITNESS WHEREOF, the Converting Entity has caused this Plan to be duly executed on its behalf by its President, as of the date first above written.

Mexbrit, Inc., a Florida corporation


By: 
John C. Wigg, President

EXHIBIT A
ARTICLES OF ORGANIZATION
(See Attached)

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**ARTICLES OF ORGANIZATION
OF
MEXBRIT LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is Mexbrit LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 4140 Woodbridge Road, Miami, Florida 33133.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of the Company in the State of Florida is CF Registered Agent, Inc., 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

ARTICLE IV. DURATION

The Company shall commence its existence effective as of January 1, 2017. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. MANAGEMENT

The Company shall be a manager managed limited liability company. The initial Managers of the Company will be:

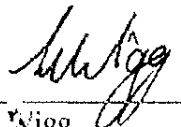
John C. Wigg	-	4140 Woodridge Road Miami, Florida 33133
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John A. Dodson		17511 SW 83 rd Avenue Miami, Florida 33157.
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ARTICLE VI. AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative of the organizing members of the Company executing these articles of organization are John C. Wigg, 4140 Woodridge Road, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization effective as of January 1, 2017.



John C. Wigg
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated effective as of January 1, 2017.

CF Registered Agent, Inc., a Florida corporation

By: _____

Andrew J. Markus, Authorized Representative

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TALLAHASSEE, FLORIDA