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TALLAHASSEE, FLORIDA

J. FASON

FEB 28 2018

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: QUINTANA RETAIL HOLDINGS, 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:

Christina Quintana

(Contact Person)
Quintana Law Firm

(Firm/Company)
145 Almeria Avenue

(Address)
Coral Gables, FL 33134

(City, State and Zip Code)
jlq@quintanalawfirm.com

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

For further information concerning this matter, please call:

Christina Quintana at (305) 446-0300

(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

<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:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF CONVERSION
FOR
QUINTANA RETAIL HOLDINGS, INC.
INTO
QUINTANA RETAIL HOLDINGS, LLC

This Certificate 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.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is QUINTANA RETAIL HOLDINGS, INC.

2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of the State of Florida on March 20, 2001.

3. The jurisdiction of the "Other Business Entity" has not changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be QUINTANA RETAIL HOLDINGS, LLC.

5. The plan of conversion has been approved by the converting Florida Corporation in Accordance with Florida Statutes Chapter 605.1041-605.1046, and as required by the governing law of the "Other Business Entity."


6. The effective date of the conversion shall be the same as the date of filing.

7. The initial street address of the principal office shall be 145 Almeria Avenue, Coral Gables, Florida 33134, or as otherwise provided by the Operating Agreement.

8. The initial mailing address shall be 145 Almeria Avenue, Coral Gables, Florida 33134, or as otherwise provided by the Operating Agreement.

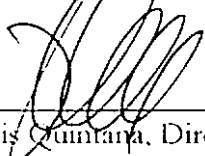
Signed this 28 day of December, 2017.

QUINTANA RETAIL HOLDINGS, LLC:



J. Luis Quintana, Manager

QUINTANA RETAIL HOLDINGS, INC:



J. Luis Quintana, Director

18 FEB 26 AM 9:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
QUINTANA RETAIL HOLDINGS, LLC**

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

**ARTICLE I
NAME**

The name of the limited liability company shall be QUINTANA RETAIL HOLDINGS, LLC (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members").

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 145 Almeria Avenue, Coral Gables, FL 33134.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 145 Almeria Avenue, Coral Gables, FL 33134 and the initial registered agent is J. Luis Quintana.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida, unless otherwise limited by the Operating Agreement of the Company.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

**ARTICLE VII
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 145 Almeria Avenue, Coral Gables, FL 33134, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE VIII
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company in accordance with the Operating Agreement of the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except in strict accordance with the Operating Agreement of the Company.

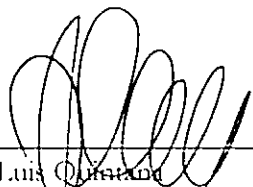
**ARTICLE IX
MANAGEMENT**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name of the initial Manager is J. Luis Quintana and his business address is 145 Almeria Avenue, Coral Gables, FL 33134.

**ARTICLE X
EXECUTION & ORGANIZER**

The person signing these articles is J. Luis Quintana and his mailing address is 145 Almeria Avenue, Coral Gables, FL 33134. The undersigned initial organizer hereby certifies that the foregoing constitutes the Articles of Organization of QUINTANA RETAIL HOLDINGS, LLC.

Dated this December 30, 2017.



J. Luis Quintana
Initial Manager

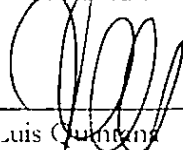
[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for **QUINTANA RETAIL HOLDINGS, LLC**, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 605.0113, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 22 day of December, 2017.

REGISTERED AGENT



J. Luis Quintana
145 Almeria Avenue
Coral Gables, FL 33134-21355

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]