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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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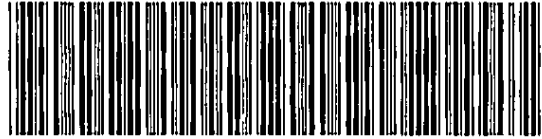
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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December 20, 2018

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 W. Executive Center Circle
Tallahassee, Florida 32301

**Re: Articles of Conversion/Articles of Organization
KGC Direct LLC**

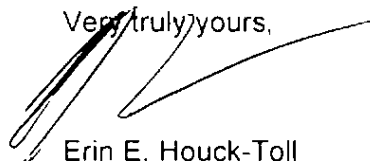
Dear Sir or Madam:

Enclosed please find Articles of Conversion for Other Business Entity Into Florida Limited Liability Company and Articles of Organization for filing with the Division of Corporations on behalf of the above-referenced entity. Please note the effective date is January 1, 2019. Our Check No. 613517 in the amount of \$180.00 is also enclosed to cover the filing fees and certified copy.

Please return confirmation and certified copy of this filing to my attention in the enclosed prepaid FedEx envelope.

Should you need anything further from us, in order to process the enclosed Certificate of Conversion, please do not hesitate to contact me.

Very truly yours,



Erin E. Houck-Toll

EEH/thb

Enclosures as noted above

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

The following articles of conversion are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Florida Statutes Section 605.1045, to convert the following "Other Business Entity" into a Florida Limited Liability Company.

FIRST: The name, entity type and state of jurisdiction of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is:

| <u>Name</u> | <u>Entity Type</u> | <u>Jurisdiction</u> |
|----------------|---------------------------|---------------------|
| KGC DIRECT LLC | Limited Liability Company | Connecticut |

SECOND: The "Other Business Entity" was first organized under the laws of Connecticut on April 24, 2002.

THIRD: The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

Name
KGC DIRECT LLC

FOURTH: The conversion shall become effective on January 1, 2019.

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

SIXTH: The "Converted or Other Business Entity" has agreed to pay any member having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 20 day of December, 2018.

Authorized Representative of Limited Liability Company:

KGC DIRECT LLC
a Florida limited liability company

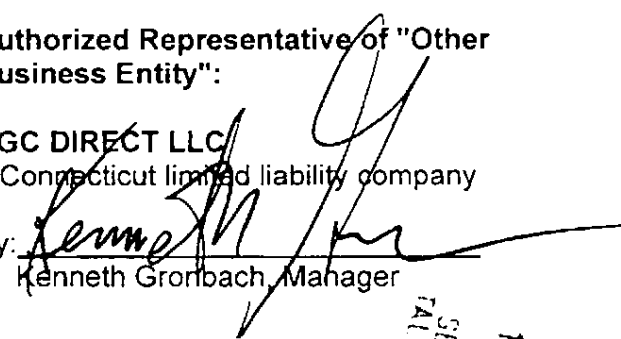
By:


Kenneth Gronbach, Manager

Authorized Representative of "Other Business Entity":

KGC DIRECT LLC
a Connecticut limited liability company

By:


Kenneth Gronbach, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
KGC DIRECT LLC**

ARTICLE I-NAME

The name of the limited liability company shall be KGC DIRECT LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

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

226 3rd Street, Apt. 310
Bonita Springs, FL 34134

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence on January 1, 2019 and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| HF Registered Agents, LLC | 1715 Monroe Street Fort Myers, FL 33901 |

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

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TALLAHASSEE, FLORIDA

Name

Address

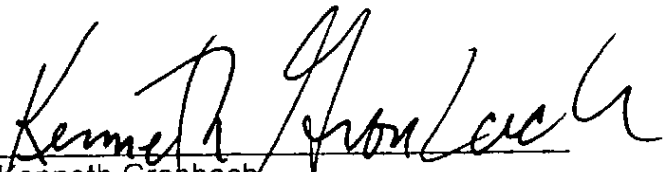
Kenneth Gronbach

226 3rd Street, Apt. 310
Bonita Springs, FL 34134

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being an authorized representative of the Members of the Company, has executed these Articles of Organization this 26 day of December, 2018.


Kenneth Gronbach
Authorized Representative

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

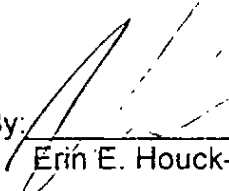
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: KGC DIRECT LLC.
2. The name and address of the registered agent and office are:

HF Registered Agents, LLC
1715 Monroe Street
Fort Myers, FL 33901

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.

**REGISTERED AGENT:
HF Registered Agents, LLC**

By: 
Erin E. Houck-Toll, Vice-President

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