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*The Reigning Family Of Premium Cigars
Since 1912*

Date of Mailing: 18 - March - 2019

VIA FEDERAL EXPRESS DELIVERY:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Arturo Fuente Cigar Factory, LLC

Dear Sir or Madam:

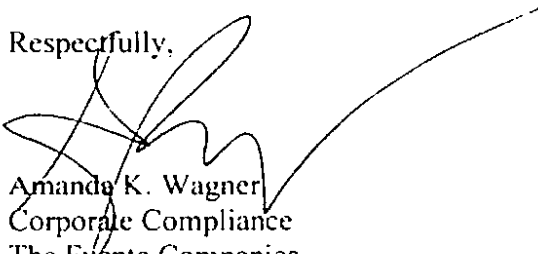
The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" in to a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

Please return all correspondence concerning this matter to:

The Fuente Companies
c/o Amanda Wagner
P.O. Box 5175
Tampa, Florida 33675-5175

Enclosed is a check in the amount of \$150.00 to cover all fees associated with the conversion and filing of articles of organization.

Respectfully,


Amanda K. Wagner
Corporate Compliance
The Fuente Companies
awagner@fuenteholdings.com
(813) 549-6043

Enclosures

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THE FUENTE COMPANIES
1310 N. 22nd Street, Tampa, FL 33605-5317 U.S.A.
P.O. Box 5175, Tampa, FL 33675-5175 U.S.A.
Telephone: +1-813-241-1907 Fax: +1-813-242-4980
www.arturofuente.com

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

The Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" in to a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is Arturo Fuente Cigar Factory, Inc. 339757
2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of Florida on January 2, 1969.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Arturo Fuente Cigar Factory, LLC.
4. This conversion shall be effective as of the date of filing.
5. The plan of conversion has been approved in accordance with all applicable statutes.
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 Sections 605.1006 and 605.1061 - 605-1072, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.1045, Florida Statutes, has executed these Articles of Conversion for the uses and purposes herein stated, effective this 18th day of March 2019.

Signature of Authorized Representative of Limited Liability Company:



Karen R. Smith, Vice President

Signature on behalf of Other Business Entity:



Karen R. Smith, Vice President

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**ARTICLES OF ORGANIZATION
OF
ARTURO FUENTE CIGAR FACTORY, LLC**

The undersigned hereby executes these Articles of Organization (the "Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Arturo Fuente Cigar Factory, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the Company shall be:

1310 North 22nd Street
Tampa, Florida 33605

The mailing address of the Company shall be:

P.O. Box 5175
Tampa, Florida 33675-5175

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1310 North 22nd Street, Tampa, Florida 33605, and the initial registered agent of the Company at such office shall be Karen R. Smith. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Management

The name and mailing address of the authorized member of the Company shall be:

C. Fuente Holdings, Inc.

P.O. Box 5175
Tampa, Florida 33675-5175

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HILLSBORO, FLORIDA

The name and mailing address of the initial managers of the Company shall be:

Carlos P. Fuente

P.O Box 5175

Tampa, Florida 33675-5175

Cynthia Fuente Suarez

P.O Box 5175

Tampa, Florida 33675-5175

ARTICLE V
Operating Agreement


The power to adopt the Operating Agreement of the Company, to alter, amend, or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement of the Company, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI
Amendment of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 18 day of March 2019.

Authorized Representative:



Cynthia Fuente Suarez, Manager

**ARTURO FUENTE CIGAR FACTORY, LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 18 day of March 2019.



Karen R. Smith

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