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07/27/20 -01004--010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: LIPS INTELLECTUAL PROPERTIES LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

JOEL MARCUS

(Contact Person)

JOEL MARCUS INC

(Firm/Company)

676 WEST PROSPECT ROAD

(Address)

FT. LAUDERDALE, FL 33309

(City, State and Zip Code)

JMARCUSCPA@YAHOO.COM

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

For further information concerning this matter, please call:

JOEL MARCUS at (954) 566 8513

(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 dollars and drawn on a bank located in the United States)

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Florida Limited Liability Company

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 s.605.104 Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is LIPS INTELLECTUAL PROPERTIES, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust)

First organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 09/19/2011
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Orga**
LIPS INTELLECTUAL PROPERTIES LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____.
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be the document's effective date on the Department of State's records.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount of the appraised value of their shares, which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 20TH day of JULY 2020.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: MANOURY LAFAYE MANAGEMENT Title: P

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: [Signature]

Printed Name: KINGS POINT ROAD ASSOCIATES Title: VP

Signature: [Signature]

Printed Name: MITCHELL ALBERT MANAGMENT Title: S

Signature: [Signature]

Printed Name: Robert N. Debenedictis 2013 Rev Trust Title: T

Signature: [Signature]

Printed Name: PAUL GALLUCCIO TRUST Title: ASST.

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMI

ARTICLE I - Name:

The name of the Limited Liability Company is:

LIPS INTELLECTUAL PROPERTIES LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Com

Principal Office Address:

569 Bayshore Drive, #8

Fort Lauderdale, FL 33304

Mailing Address:

569 Bayshore Drive, #8

Fort Lauderdale, FL 33304

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

LAFAYE, EDWARD EIII

Name

569 BAYSHORE DRIVE, #8

Florida street address (P.O. Box **NOT** acceptable)

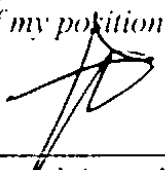
FORT LAUDEDALE

FL 33304

City

Zip

*Having been named as registered agent and to accept service of process for the above stat
liability company at the place designated in this certificate, I hereby accept the appoint
registered agent and agree to act in this capacity. I further agree to comply with the provi
statutes relating to the proper and complete performance of my duties, and I am familiar
accept the obligations of my position as registered agent as provided for in Chapter 60*


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liab Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR.

MGR.

MGR.

MGR.

Name and Address:

MANOURY LAFAYE MANAGEMNT

569 BAYSHORE DRIVE

FORT LAUDERDALE, FL 33304

KINGS POINT ROAD ASSOCIATES

511 BAYSHORE DRIVE, #1009

FORT LAUDEDALE, FL 33304

MITCHELL ALBERT MANAGEMENT

676 W. PROSPECT ROAD

FORT LAUDERDALE, FL 33309

PAUL GALLUCCIO TRUST

2765 NE 14TH STREET, #2

FORT LAUDERDALE, FL 33304

(Use attachment if necessary)

next page →

ARTICLE V: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

EDWARD LAFAYE

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)

ARTICLE IV

The name and address of each person authorized to manage and control the Limited Liability Company (Cont.)

Please add:

**ROBERT N DEBEBEDICTIS 2013 REVOCABLE TRUST
511 BAYSHORE DRIVE, #405
FORT LAUDERDALE, FL 33304**

MGR. J