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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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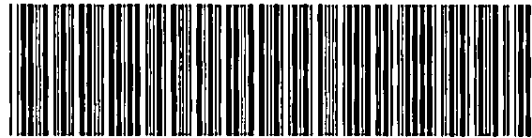
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MELISSA L. BERNHEIM**
COLBY CONFORTI
MICHAEL D. BRAUNSTEIN
BRENDA PHANG

*ALSO ADMITTED TO PRACTICE IN NJ
**OF COUNSEL

October 28, 2020

Via Federal Express

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

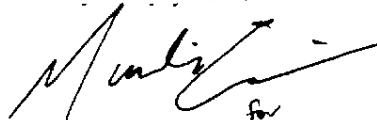
Re: Sugar Factory Brands LLC - Articles of Conversion and Articles of Organization

To whom it may concern:

Please find enclosed Articles of Conversion and Articles of Organization for Sugar Factory Brands LLC (t/k/a Sugar Factory LLC), which is converting from a Nevada LLC to a Florida LLC. Also enclosed herein is a check for \$155.00 for the filing fees and a certificate of status.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



KAARI GAGNON

Encl.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sugar Factory Brands, 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:

Kaari Gagnon, Esq.

(Contact Person)

Zarco Einhorn Salkowski & Brito, P.A.

(Firm/Company)

2 S. Biscayne Boulevard, Suite 3400

(Address)

Miami, Florida 33131

(City, State and Zip Code)

kgagnon@zarcolaw.com

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

For further information concerning this matter, please call:

Kaari Gagnon at (305) 374-5418

(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)

☐ \$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

Articles of Conversion
For
"Other Business Entity"
Into
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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Sugar Factory, LLC

(Enter Name of Other Business Entity)

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

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

on August 5, 2008
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Sugar Factory Brands, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: October 29, 2020.
(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 listed as the document's effective date on the Department of State's records.

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 ss. 605.1006 and 605.1061-605.1072, F.S.

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TALLAHASSEE, FLORIDA

Signed this 27th day of October 20

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative:

Printed Name: Charissa Davidovici

Title: Manager

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

Signature:

Printed Name: Charissa Davidovici

Title: Manager

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sugar Factory Brands, 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 Company is:

Principal Office Address:

9179 W. Flamingo Road

Suite 110

Las Vegas, NV 89147

Mailing Address:

9179 W. Flamingo Road

Suite 110

Las Vegas, NV 89147

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:

Zarco Einhorn Salkowski & Brito P.A.

Name

2 S. Biscayne Blvd., Suite 3400

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

Miami

FL 33131

City

Zip

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, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV-

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

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Charissa Davidovici

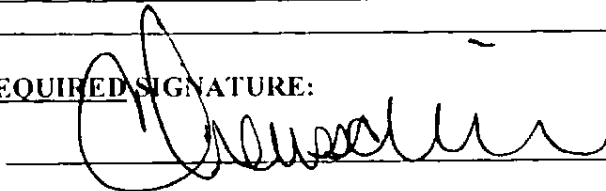
14748 Horseshoe Terrace

Wellington, FL 33414

(Use attachment if necessary)

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.

Charissa Davidovici, Manager

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)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA