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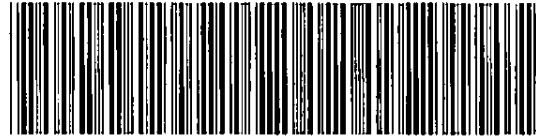
(Business Entity Name)

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To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 11/16/2023

Trans#: 1421751

Entity Name: SOUTH BAY CAPITAL LLC

Articles of Incorporation ()

Articles of Dissolution ()

Conversion (XXX)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

Partnership Registration ()

STATE FEES PREPAID WITH CHECK # 3580 FOR \$180.00

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

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**ARTICLES OF CONVERSION
FOR
CONVERTING A
CONVERTED OR OTHER BUSINESS ENTITY
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

Date: November 16, 2023

THESE ARTICLES OF CONVERSION are submitted to convert a converting eligible entity (which is a California Limited Liability Company) into a converted eligible entity (which is a Florida limited liability company) in accordance with Section 605.1045 of the Florida Statutes.

1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the converting eligible entity immediately prior to the filing of these Articles of Conversion is SOUTH BAY CAPITAL LLC, a limited liability company formed under the laws of the State of California on May 10, ~~2014~~ the "Converting Eligible Entity"). Each member of the Converting Eligible Entity has approved these Articles of Conversion.
2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is SOUTH BAY CAPITAL LLC (the "Converted Eligible Entity"), a limited liability company under the laws of the State of Florida as set forth in the Articles of Organization attached hereto as Exhibit A.
3. Approval of Plan. The plan of conversion was approved in accordance with all applicable statutes.
4. Appraisal Rights. The Converted Eligible Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under 605.1006 and 605.1061 - 605.1072 of the Florida Statutes.
5. Effective Date. This conversion shall be effective when these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.


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2023

IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

CONVERTING ELIGIBLE ENTITY:

SOUTH BAY CAPITAL LLC,
a Florida limited liability company

By: 
Name: Keith Lehman
Title: Member

OTHER BUSINESS ENTITY:

SOUTH BAY CAPITAL LLC,
a California limited liability company


By: 
Name: Keith Lehman
Title: Managing Member

EXHIBIT A

(See attached document)

**ARTICLES OF ORGANIZATION
OF
SOUTH BAY CAPITAL LLC**
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is South Bay Capital LLC (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 4298 NW 62nd Road, Boca Raton, FL 33496.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent is Keith Lehman, 4298 NW 62nd Road, Boca Raton, FL 33496.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed. The name and address of the initial manager of the Company is:

Keith Lehman
4298 NW 62nd Road
Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 15
day of November, 2023.



Keith Lehman, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **SOUTH BAY CAPITAL LLC** at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, F.S.



Keith Lehman

Dated: November 15, 2023

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