

P02000123903

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(Business Entity Name)

(Document Number)

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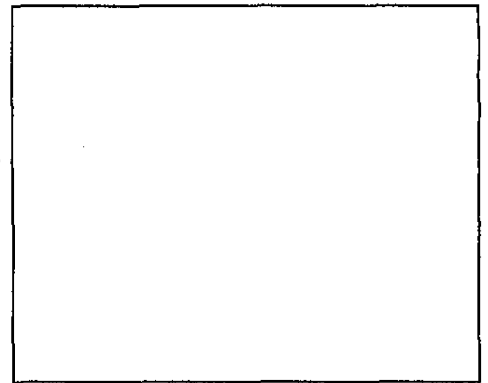
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FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)364-8000



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WALK-IN

ENTITY NAME:

TRAVEL RETAIL GROUP, INC.

CK# 17329 FOR \$455.00 (\$35.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

- CERTIFIED COPY
- STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 29, 2015

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: TRAVEL RETAIL GROUP, INC.  
Ref. Number: P02000123903

RECEIVED  
DEPARTMENT OF STATE  
15 JUN 30 PM 2:30

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If other business entity is an out-of-state entity not registered to transact business in Florida, the Certificate of Conversion must include:

a.) A statement that the other business entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting domestic corporation, including any appraisal rights of shareholders of the converting domestic corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) The street and mailing address of an office which the Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist III

Letter Number: 115A00013604

RE-SUBMITTING  
w/ CORRECTIONS  
PLEASE RETAIN  
ORIGINAL SUBMISSION  
DATE 6/26/15

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Travel Retail Group, Inc.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Travel Retail Group, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: June 22, 2015

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TALLAHASSEE, FLORIDA

8. This conversion shall be effective in Florida on: June 26, 2015  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

555 NE 185th Street, Suite 101

Miami, Florida 33179

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 555 NE 185<sup>th</sup> ST. SUITE 101  
MIAMI, FL 33179

Mailing Address: SAME

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 22<sup>nd</sup> day of June, 2015

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Bernard Klepach Title: Director

Fees: Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)