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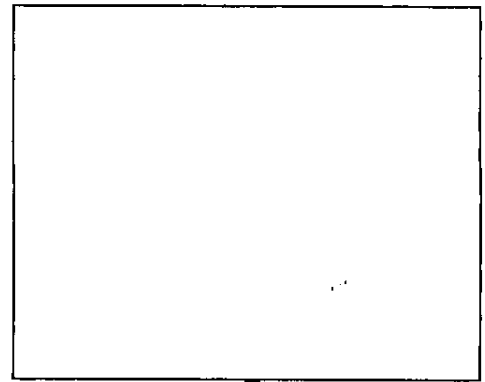
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FEB 19 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



WALK-IN

ENTITY NAME:

TRAVEL RETAIL GROUP HOLDINGS, INC.

CK# 3789

AMOUNT \$35.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

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Examiner's Initials

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

FILED
09 FEB 18 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 HOLDINGS, INC.

(Enter Name of Florida Profit Corporation)

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

TRAVEL RETAIL GROUP HOLDINGS, 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, sole proprietorship, 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: **February 18, 2009**

8. This conversion shall be effective in Florida on: February 18, 2009.
(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 185 STREET, SUITE 101

MIAMI, FL 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 STREET, SUITE 101

MIAMI, FL 33179

Mailing Address: 555 NE 185 STREET, SUITE 101

MIAMI, FL 33179

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 18th day of Feb. 2009.

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: Manager

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