

P100000036341

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TALLAHASSEE, FLORIDA

CT Corporation System

1203 Governors Square Blvd, Suite 101, Tallahassee, FL, 3850-222-1092

Brooklyn Water Bagel Company of South Beach, Inc.**Thank you!**

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input checked="" type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	CONVERSION
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	
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Amount: \$

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 DEC 27 AM 11:15

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2013

C T CORPORATION SYSTEM
C/O CONNIE BRYAN

SUBJECT: BROOKLYN WATER BAGEL COMPANY OF SOUTH BEACH, INC.
Ref. Number: P10000036341

We have received your document for BROOKLYN WATER BAGEL COMPANY OF SOUTH BEACH, INC. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The Filing fee for this filing is \$35.00. So therefore, we need an additional \$10.00.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 913A00029396

FILED
13 DEC 27 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR
BROOKLYN WATER BAGEL COMPANY OF SOUTH BEACH, INC.
INTO
BROOKLYN WATER BAGEL OF SOUTH BEACH, LLC

The undersigned duly authorized persons, on behalf of Brooklyn Water Bagel Company of South Beach, Inc., a Florida corporation (the "**Converting Corporation**") and Brooklyn Water Bagel of South Beach, LLC, a Delaware limited liability company (the "**Converted Entity**"), respectively, and for the purpose of converting the Converting Corporation from a Florida corporation into a Delaware limited liability company pursuant to §§ 607.1112 through 607.1114 of the Florida Business Corporation Act (the "**FBCA**") and § 18-214 of the Delaware Limited Liability Company Act (the "**DLLCA**"), certifies that:


1. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was "**BROOKLYN WATER BAGEL COMPANY OF SOUTH BEACH, INC.**" P10000034341
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on April 27, 2010.
3. The name of the surviving limited liability company is "**BROOKLYN WATER BAGEL OF SOUTH BEACH, LLC**", a Delaware limited liability company.
4. The above referenced Florida corporation has converted into a Delaware limited liability company in accordance with Chapter 607, Florida Statutes, and the conversion complies with the DLLCA, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607, Florida Statutes.
6. The written consent of the Board of Directors and sole Shareholder of the Converting Corporation were obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of the Converted Entity shall be 5355 Town Center Road, Suite 702, Boca Raton, Florida 33486.
8. The effective date of filing for this Certificate of Conversion shall be as of the date of filing.
9. The Converted Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Converting Corporation under §§ 607.1301-607.1333, Florida Statutes, and the street and mailing address set forth in Paragraph 7 above is the address which the Department of State may use for purposes of Section 607.1114(4) of the FBCA.

10. The Converted Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under §§ 607.1301-607.1333, Florida Statutes.

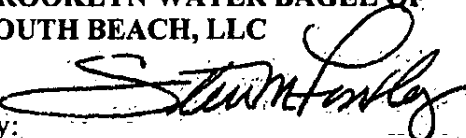
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion, on behalf of the Converting Corporation and the Converted Entity, respectively, as of this 27th day of December, 2013.

**BROOKLYN WATER BAGEL
COMPANY OF SOUTH BEACH, INC.**

By: 
Steven Fassberg
President

**BROOKLYN WATER BAGEL OF
SOUTH BEACH, LLC**

By: 
Steven Fassberg
Manager

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TALLAHASSEE, FLORIDA