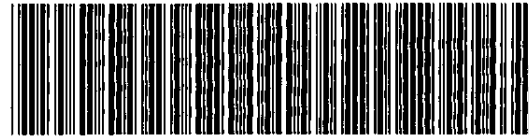


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FILED
10 AUG 20 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only
G. MCLEOD
AUG 26 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zimmerman's International Wine Imports Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Michael C. Zimmerman

Contact Person

Zimmerman's International Wine Imports Inc.

Firm/Company

303 Azalea Drive, Suite 2

Address

Destin, FL 32541

City, State and Zip Code

mzimmerman@czwines.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael C. Zimmerman, Sr.

Name of Contact Person

at (850)

712-6138

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

FILED

10 AUG 20 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Zimmerman's International Wine Imports LLC

Enter Name of Other Business Entity

2. 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.)

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

on May 2007
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Florida

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Zimmerman's International Wine Imports Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: ²³ August 2010
(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 listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 17th day of August, 20 10.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Michael C. Zimmerman

Printed Name: Michael C. Zimmerman Title: Chairman

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

Signature: Michael C. Zimmerman

Printed Name: Michael C. Zimmerman, Sr. Title: Chairman

Signature: Edward L. Moreau

Printed Name: Edward L. Moreau Title: Vice Chairman

Signature: Ralph J. Losey Jr.

Printed Name: Ralph J. Losey Jr. Title: Director Pennsylvania

Signature: Ralph J. Losey Sr.

Printed Name: Ralph J. Losey Sr. Title: Manager Pennsylvania

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

| | |
|---|--------------------|
| Certificate of Conversion: | \$35.00 |
| Fees for Florida Articles of Incorporation: | \$70.00 |
| Certified Copy: | \$ 8.75 (Optional) |
| Certificate of Status: | \$ 8.75 (Optional) |

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Zimmerman's International Wine Imports Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

303 Azalea Drive, Destin, Florida 32541

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Importer, wholeseller and Distributor of Fine Wines and Spirits

ARTICLE IV SHARES

The number of shares of stock is:

250,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Michael C. Zimmerman, 930 Lajolla Lane, Mary Esther, FL 32569 Chairman
Edward L. Moreau, 1002 East Hewitt, Santa Rosa Beach, FL 32459 Vice Chairman
Ralph J. Losey Jr. 460 Washington Road, Apt 712 Pittsburgh, PA. 15228 Director
Ralph J. Losey Sr. 5152 Cedar Hills Blvd. Belle Vervon, PA 15012 Manager

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Michael C. Zimmerman Sr. 930 Lajolla Lane, Mary Esther, FL. 32569

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Michael C. Zimmerman Sr. 930 Lajolla Lane, Mary Esther, FL 32569

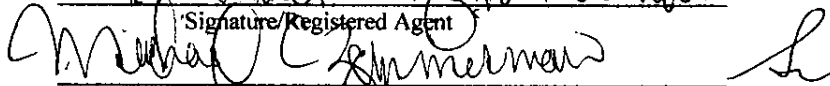
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

Date

August 23, 2010



Signature/Incorporator

Date

August 23, 2010