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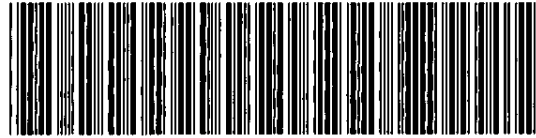
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**EXAMINER**



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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 048755 7222472  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 103.75

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DIVISION OF CORPORATIONS  
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ORDER DATE : January 4, 2012

ORDER TIME : 9:57 AM

ORDER NO. : 048755-005

CUSTOMER NO: 7222472

CONVERSION

NAME: LA CUISINE INTERNATIONAL  
DISTRIBUTORS L.L.C.

--INTO---

LA CUISINE INTERNATIONAL  
DISTRIBUTORS, INC.

XX CERTIFICATE OF CONVERSION & ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
OTHER BUSINESS ENTITY**

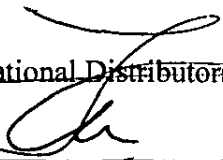
(Pursuant to Florida Statutes §608.4403 and s. 607.1115(1))

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This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, of the Florida Limited Liability Company Act.

1. The name of the Florida Limited Liability Company converting into an "Other Business Entity" is La Cuisine International Distributors L.L.C., formed March 29, 2004, under document number L04000023680.
2. The name of the "other business entity" into which the Florida Limited Liability Company will be converted will be La Cuisine International Distributors, Inc. (the "Company"). The Company is a Florida corporation to be organized pursuant to the Florida Business Corporation Act.
3. The conversion of La Cuisine International Distributors L.L.C. into the Company is permitted in compliance with Chapter 608, Florida Statutes, and the conversion complies with the Florida Business Corporation Act governing the "Other Business Entity".
4. The Plan of Conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
5. The written consent of each member who, as a result of the conversion, is now a shareholder of the surviving entity was obtained pursuant to Section 608, Florida Statutes.
6. The conversion of La Cuisine International Distributors L.L.C. into the Company shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Company.
7. The principal office of the Company shall be located at 2005 NW 115 Avenue, Miami, Florida 33172.
8. The Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595, Florida Statutes.

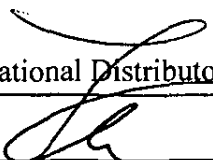
Signed this 3<sup>rd</sup> day of January 2012.

  
La Cuisine International Distributors, Inc.

By: \_\_\_\_\_

Name: Josu Gaubeka

Title: Director

  
La Cuisine International Distributors L.L.C.

By: \_\_\_\_\_

Name: Josu Gaubeka

Title: Member Manager

## **PLAN OF CONVERSION**

THIS PLAN OF CONVERSION ("Plan"), dated as of January 3, 2012, is made to convert La Cuisine International Distributors L.L.C., a Florida limited liability company (the "Converting Company"), to La Cuisine International Distributors, Inc., a Florida corporation (the "Surviving Company"). This Plan is executed pursuant to the Florida Business Corporation Act ("FBCA") and the Florida Limited Liability Company Act ("FLLCA").

### **SECTION 1. TERMS AND CONDITIONS OF CONVERSION; EFFECT OF CONVERSION.**

(a) The conversion shall become effective upon the date (the "Effective Date") set forth in the Certificate of Conversion (as defined in Section 3). On the Effective Date, the Converting Company shall convert into the Surviving Company (the "Conversion"). In no event shall the Effective Date be a date later than that permitted by the FBCA or the FLLCA.

(b) Pursuant to the Conversion, the Articles of Incorporation attached as Exhibit A shall be the Articles of Incorporation of the Surviving Company.

(c) From and after the Effective Date, the members of the Converting Company shall be the shareholders of the Surviving Company.

(d) The offices and facilities of the Converting Company immediately prior to the Effective Date shall continue as the established offices and facilities of the Surviving Company on and after the Effective Date. The principal address and mailing address of the Converting Company located at 2005 NW 115 Avenue, Miami, Florida 33172 shall continue as the principal address and mailing address of the Surviving Company on and after the Effective Date. The registered agent of the Surviving Company shall be Josu Gaubeka, with a registered office at 2005 NW 115 Avenue, Miami, Florida 33172.

### **SECTION 2. CONDITIONS PRECEDENT; MANAGER AND MEMBER APPROVAL.**

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders, and approvals, and satisfaction of all other requirements prescribed by law, that are necessary for the consummation of the Conversion (and such other transactions), including without limitation the adoption and approval of this Plan by members and managers of the Converting Company pursuant to Sections 607.1112 and 607.1103 of the FBCA and Section 608.439(8) of the FLLCA.

### **SECTION 3. FILING.**

If all of the conditions contemplated in Section 2 have been satisfied in accordance with Section 2, and this Plan has not have been terminated as provided in Section 4, the Converting Company shall cause a certificate of conversion meeting the requirements of Section 607.1113(1) of the FBCA and Section 608.439(3) of the FLLCA (the "Certificate of Conversion") to be properly executed and filed with the Florida Department of State.

**SECTION 4.    TERMINATION AND AMENDMENT.**

(a)    At any time prior to the filing of the Certificate of Conversion with the Florida Department of State, this Plan may be terminated by the members of the Converting Company. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan (or its termination) on the Converting Company, its members, or any of the Converting Company's managers, officers, employees, agents, assigns, or successors.

(b)    This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Certificate of Conversion by the Converting Company with the Florida Department of State.

**SECTION 5.    CONSTRUCTION OF TERMS.** All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require. References herein to a "Section" without reference to the FBCA or the FLLCA refer to the corresponding Section of this Plan.

**SECTION 6.    GOVERNING LAW.** This Plan shall be governed by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the Converting Entity has caused this Plan to be duly executed on its behalf by its Managers, as of the date first above written.

**La Cuisine International Distributors L.L.C.**

By: \_\_\_\_\_

José Gaubert, Member Manager

And By: \_\_\_\_\_

Andrew Hermann, Member Manager

**EXHIBIT A**  
**ARTICLES OF INCORPORATION**

**(See Attached)**



**ARTICLES OF INCORPORATION  
OF  
LA CUISINE INTERNATIONAL DISTRIBUTORS, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is La Cuisine International Distributors, Inc. The initial principal office street and mailing address of the Company is 2005 NW 115 Avenue, Miami, Florida 33172.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 2005 NW 115 Avenue, Miami, Florida 33172, and the name of its initial registered agent at that address is Josu Gaubeka, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Josu Gaubeka	2005 NW 115 Avenue Miami, Florida 33172
Andrew Hermann	2005 NW 115 Avenue Miami, Florida 33172

## **ARTICLE VII - INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was an officer or director of the Company or is or was serving at the request of the Company as an officer or director, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

## **ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

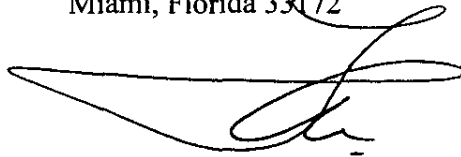
**Name**

Josu Gaubeka

**Address**

2005 NW 115 Avenue  
Miami, Florida 33172

Dated: January 3, 2012

A handwritten signature in black ink, appearing to read 'Josu Gaubeka', is written over a horizontal line.

Josu Gaubeka, Incorporator

### **ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 3rd day of January, 2012.

**Registered Agent:**

A handwritten signature in black ink, appearing to read 'Josu Gaubeka', is written over a horizontal line.

Josu Gaubeka