

P12000099428

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

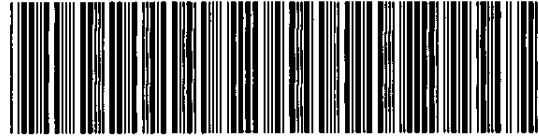
(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATION

NOV 21 2014
S. YOUNG

CT

November 20, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
14 NOV 20 PM 2:52
SECRET
TALLAHASSEE, FL 32301

Re: Order #: 9346522 SO
Customer Reference 1: 062915/454746
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

Tropic Ocean Holdings Inc. (FL)
Conversion
Florida

Tropic Ocean Holdings LLC (DE)
Registration
Florida

*Please process
these simultaneously.
File 1st - Conversion
File 2nd - Registration
Thank You!*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COPY



November 20, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tropic Ocean Holdings Inc.
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Lee Rimler
Contact Person

Alston & Bird LLP
Firm/Company

Bank of America Plaza, 101 S. Tryon Street, Suite 4000
Address

Charlotte, NC 28280-4000
City, State and Zip Code

rob@flytropic.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lee Rimler at (704) 444-1073
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee and Certificate of Status ☐ \$43.75 Filing Fee and Certified Copy ☐ \$52.50 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
14 NOV 20 PM 2:52
SECRET
TALLAHASSEE, FL 32301

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:

Tropic Ocean Holdings Inc.

Enter Name of Florida Profit Corporation

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

Tropic Ocean 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, 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: November 20, 2014

8. This conversion shall be effective in Florida on: November 20, 2014.
(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:

2705 SE 2nd Street, Pompano Beach, FL 33062

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: _____

Mailing Address: _____

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 20th day of November 2014.

Signature: _____

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

Printed Name: Robert Ceravolo

Title: Chief Executive Officer

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