

P13000059543

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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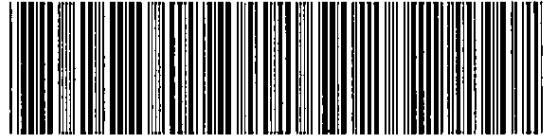
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL 32301  
866.625.0838  
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Account#: I200000000088

Date: **December 29, 2018**

Name: **Marisa Kugelmann**

Reference #: **T014638**

Entity Name: **THE BIG EASY TOBACCO CO., INC.**

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other \_\_\_\_\_

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Authorized Amount: **\$35.00**

Signature: *Marisa Kugelmann*

• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E. 40 ST., 3D FL  
NY, NY 10016  
800.221.0102  
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• EUROPEAN HQ  
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• ASIA PACIFIC HQ  
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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:

THE BIG EASY TOBACCO CO., INC.

Enter Name of Florida Profit Corporation

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

THE BIG EASY TOBACCO COMPANY, 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: January 29, 2018

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8. This conversion shall be effective in Florida on: January 29, 2018.  
(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:

3350 Enterprise Avenue, Suite 120

Weston, FL 33331

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.

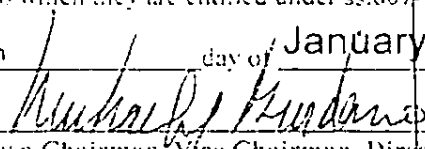
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of ss. 607.1114(4), Florida Statutes.

Street Address: 3350 Enterprise Avenue, Suite 120  
Weston, FL 33331

Mailing Address: 3350 Enterprise Avenue, Suite 120  
Weston, FL 33331

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 29th day of January, 2018

Signature: 

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

Printed Name: Michael Giordano Title: President

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