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18 OCT 18 AM 10:33
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FALLS CHURCH, VA

OCT 23 2018
T SCHROEDER

Holland & Knight

Registrant's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TGP Advisors Corp
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment *Conversion*
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CERTIFICATE OF CONVERSION
OF
THE CAPORAL GROUP, LLC
a Florida limited liability company
TO
TCG ADVISORS CORP
a Florida corporation

607-81588

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert The Caporal Group, LLC, a Florida limited liability company (the "Other Business Entity"), into TCG Advisors Corp, a Florida profit corporation (the "Corporation"), in accordance with s. 607.1115, Florida Statutes:

FIRST: The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is The Caporal Group, LLC.

SECOND: The Other Business Entity is a limited liability company first organized and formed under the laws of the State of Florida on May 15, 2007.

THIRD: The jurisdiction of the Other Business Entity has not changed.

FOURTH: The name of the Corporation as set forth in the attached Articles of Incorporation is TCG Advisors Corp.

FIFTH: The effective date shall be the date this Certificate of Conversion is filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on this 17th day of October, 2018.

Other Business Entity:
The Caporal Group, LLC

By: _____
Name: Ricardo Caporal
Title: Member

Corporation:
TCG Advisors Corp

By: _____
Name: Ricardo Caporal
Title: Director

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**ARTICLES OF INCORPORATION
OF
TCG ADVISORS CORP**

The undersigned, acting as incorporator of TCG Advisors Corp under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is TCG Advisors Corp (the "Corporation").

ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is:

1401 Brickell Avenue
Suite 530
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Suite 530, Tallahassee, FL 32301 and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Ricardo Caporal, 1401 Brickell Avenue, Suite 530, Miami, FL 33131.

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TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

ARTICLE VIII. BYLAWS

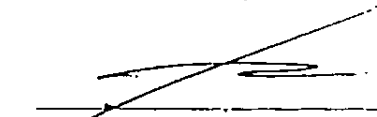
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF DADE, FLORIDA

The undersigned incorporator executes these Articles of Incorporation on the 17th day of October, 2018.



Ricardo Caporal,
Sole Incorporator

CERTIFICATE DESIGNATING DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That TCG Advisors Corp desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1201 Hays Street, Suite 530, Tallahassee, FL 32301 has named Corporation Service Company as its agent to accept service of process within this state.

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 17th day of October, 2018.

Corporation Service Company

By: 
Name: Doreen S. Haeselin
Title: Asst. VP

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TALLAHASSEE, FLORIDA
CLERK OF CIRCUIT COURT