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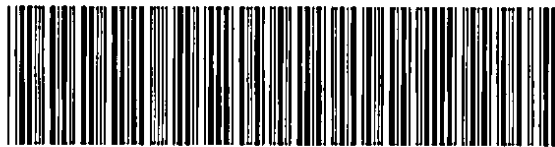
(Business Entity Name)

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/6/21

NAME: ROSENBRAUNS LLC

TYPE OF FILING: CONVERSION

COST: 105.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A Hodge

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ROSENBRAUNS INC.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person _____ at (_____) _____
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

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

2021 DEC -6 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FL

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

ROSENBRAUNS LLC

Enter Name of the Converting Entity

2. The converting 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 24, 2021**
Enter date "Converting Entity" was first organized, formed or incorporated.

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

ROSENBRAUNS INC.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this 3rd day of December, 2021.

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Esteban Elias

Esteban Elias

Incorporator

Printed Name: _____ Title: _____

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Esteban Elias

Signature: _____

Esteban Elias

Authorized party

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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:

Articles 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
OF
ROSENBRAUNS INC.

2021 DEC -6 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I

NAME AND INITIAL ADDRESS

The name of the corporation is **ROSENBRAUNS INC.** (the "Corporation").

ARTICLE II

STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE

The initial mailing address and street address of the principal office of the Corporation is: 7901 4th St N, Suite 300, St. Petersburg, FL, 33702.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and address of the resident agent of the Corporation in the State of Florida **Paracorp Incorporated** 155 Office Plaza Drive, 1st Floor Tallahassee, FL 32301, Leon County.

Please see the attached

ARTICLE IV

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act and to possess and exercise all of the powers and privileges granted under such law and the other laws of the State of Florida.

ARTICLE V

AUTHORIZED STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock, \$0.1 par value per share, for an aggregate par value of \$500 (the "Common Stock").

The following is a statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of the capital stock of the Corporation:

A. Common Stock.

(1) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting at any meeting held for the purpose of electing directors. The presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum of the Common Stock for the purpose of electing directors by holders of the Common Stock.

(2) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor, if and when determined by the Board of Directors.

(3) Liquidation. Upon the voluntary or involuntary liquidation, sale, merger, consolidation, dissolution or winding up of the Corporation, holders of shares of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders.

(4) Redemption. The Common Stock is not redeemable.

ARTICLE VI

NO CLASS VOTING

Notwithstanding the provisions of the Florida Business Corporation Act, the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

ARTICLE VII

DIRECTORS

The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the By-Laws of the Corporation (the "By-Laws"), unless provided otherwise in these Articles of Incorporation or a certificate of designation relating to the rights of the holders of any class or series of preferred stock, voting separately by class or series, to elect additional directors under specified circumstances. No director of the Corporation need be a stockholder. The initial Directors of the Corporation and their corresponding addresses are:

Carla Rosales Braunsteins
7901 4th St N., Suite 300
St. Petersburg, FL, 33702

Mayerin Quiroga Román
7901 4th St N., Suite 300
St. Petersburg, FL. 33702

Fabián Rosales Braunsteins
7901 4th St N., Suite 300
St. Petersburg, FL. 33702

ARTICLE VIII

AUTHORITY OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. To make, alter or repeal the By-Laws of the Corporation.
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- D. To designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-Laws may provide, that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-Laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-Laws of the Corporation; and, unless the resolution or By-Laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.
- E. When and as authorized by the stockholders in accordance with statute, to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and

for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

F. To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.

G. To authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors, of the executive committee of the Board of Directors, and of other committees, and to determine the amount of such compensation and fees.

H. To authorize the issuance from time to time of shares of stock of the Corporation of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

I. To designate the reclassification from time to time of unissued shares of common stock of the Corporation as preferred stock in one or more series, and to fix by resolution the powers, preferences, and rights, and the qualifications limitations, and restrictions of any class of stock, unless fixed in this Articles of Incorporation, without any action by the stockholders.

ARTICLE IX

DURATION

The Corporation is to have perpetual existence.

ARTICLE X

LIMITATION OF LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to s.607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act or any other statute of the State of Florida, hereafter is amended to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation of the liability of a director provided by the foregoing provisions of this Article Ten.

Any repeal or amendment of this Article Ten shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of

such repeal or amendment.

ARTICLE XI

INDEMNIFICATION

To the maximum extent permitted by law, the Corporation shall indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom.

To the maximum extent permitted by law, the Corporation may indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors.

The Corporation shall, if so requested by a director or officer, advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by and on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification rights provided in this Article Eleven (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE XII

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII

EFFECTIVE DATE

Pursuant to s.607.0123 of the Florida Business Corporation Act the Effective Date should be upon filing of these Articles of Incorporation.

ARTICLE XIV

INCORPORATOR

The name and mailing address of the sole incorporator is as follows: Esteban J. Elias, 1428 Brickell Ave., Unit 202, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make, file and record these Articles of Incorporation and does hereby certify that the facts herein stated are true, and accordingly hereto sets his hand this 3rd day of December of 2021.

DocuSigned by:
Esteban Elias
38B39C181A3D42C

Esteban J. Elias , Incorporator

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

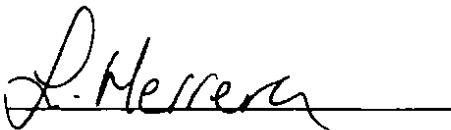
DATE: 12/3/2021

ENTITY NAME: Rosenbrauns Inc.

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
155 Office Plaza Drive, 1st Floor
Tallahassee, FL 32301

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in the capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.

A handwritten signature in black ink, appearing to read "L. Herrera", is written over a horizontal line.

Leticia Herrera, Assistant Secretary
Paracorp Incorporated

2021 DEC -6 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FL