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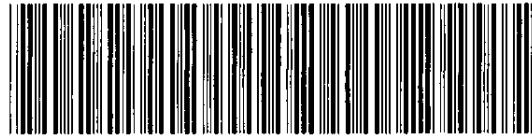
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
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B. KOHR

DEC 30 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 236156 7222472  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 180.00

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ORDER DATE : December 30, 2009  
ORDER TIME : 11:43 AM  
ORDER NO. : 236156-015  
CUSTOMER NO: 7222472

DOMESTIC CONVERSION FILING

NAME: EFC HOLDINGS, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERIOSN  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

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

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF CONVERSION**  
**FOR A FLORIDA PROFIT CORPORATION INTO ANOTHER BUSINESS ENTITY**  
(Pursuant to Florida Statutes §607.1113 and §608.439)

This Certificate of Conversion is submitted to convert a Florida Profit Corporation into "another business entity" pursuant to Section 607.1113 of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.

1. The name of the Florida profit corporation converting into "another business entity" is EFC Holdings, Inc. (the "Company"). The Company was formed in the State of Florida on May 14, 1999, under document number P99000044100. This filing was effective May 13, 1999.
2. The name of the "other business entity" into which the Company will be converted will be EFC Holdings, LLC (the "Other Entity"). The Other Entity is a Florida limited liability company to be organized pursuant to the Florida Limited Liability Company Act.
3. The Company has been converted into the Other Entity in compliance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act. The conversion complies with Chapter 608 of the Florida Statutes and the Florida Limited Liability Company Act.
4. A Plan of Conversion entered into between the Company and the Other Entity was approved by the sole shareholder of the Company in accordance with Chapter 607 of the Florida Statutes and in accordance with the Florida Business Corporation Act.
5. The conversion of EFC Holdings, Inc., a Florida corporation, into EFC Holdings, LLC, a Florida limited liability company, shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Organization for the Other Entity.
6. The principal office of the Other Entity shall be located at 5960 SW 57<sup>th</sup> Avenue, Miami, Florida 33143.

Date: December 30<sup>th</sup>, 2009

EFC Holdings, Inc.

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

Name: Gustavo Rodriguez

Title: Vice President

EFC Holdings, LLC

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

Name: Gustavo Rodriguez

Title: Manager

## PLAN OF CONVERSION

THIS PLAN OF CONVERSION ("Plan"), dated as of December 30<sup>th</sup>, 2009, is made to convert **EFC Holdings, Inc.**, a Florida corporation (the "Converting Company"), to **EFC Holdings, LLC**, a Florida limited liability company (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 organization attached as Exhibit A shall be the articles of organization of the Surviving Company.

(c) From and after the Effective Date, the sole shareholder of the Converting Company shall be the sole member 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 5960 SW 57<sup>th</sup> Avenue, Miami, Florida 33143 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 Rosemarie Bacallao, with a registered office at 5960 SW 57<sup>th</sup> Avenue, Miami, Florida 33143.

### SECTION 2. CONDITIONS PRECEDENT; BOARD AND SHAREHOLDER 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 the board of directors and the shareholders 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 shareholders 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 shareholders, or any of the Converting Company's directors, officers, employees, agents, assigns, or successors.

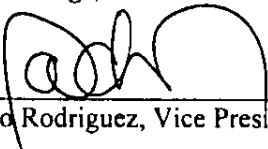
(b) This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Certificate of Conversion by the Converting Company with the Florida Department of State.

**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 Vice President, as of the date first above written.

**EFC Holdings, Inc.**

By:   
Gustavo Rodriguez, Vice President

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**(See Attached)**

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**ARTICLES OF ORGANIZATION  
OF  
EFC HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is EFC Holdings, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 5960 SW 57<sup>th</sup> Avenue, Miami, Florida 33143.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Rosemarie Bacallao, 5960 SW 57<sup>th</sup> Avenue, Miami, Florida 33143.

**ARTICLE IV. MANAGEMENT**

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

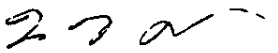
**ARTICLE IV. AUTHORIZED REPRESENTATIVE**

The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

<u>Name</u>	<u>Address</u>
William Rohrer	100 SE Second Street Suite 4000 Miami, Florida 33131



IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 30<sup>th</sup> day of December, 2009.


  
\_\_\_\_\_  
William Rohrer, Authorized Representative

**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 30<sup>th</sup> day of December, 2009.

**Registered Agent:**



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Rosemarie Bacallao