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The Welch Group

STEWARDSHIP LAW, LLC

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4399 Commons Dr. E.
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Steven T. Welch
Licensed in Florida, Georgia, and Tennessee

April 25, 2006

Glenda E. Hood
Secretary of State
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

Re: **The Certificate of Conversion of S & S Greenwood Farms, Inc. (the "Corporation") to become a Limited Liability Company and Articles of Organization of the S & S Greenwood Farms, LLC (the "Company")**

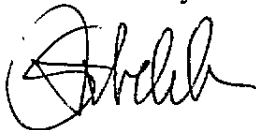
Dear Secretary Hood:

Enclosed please find one (1) original and one (1) copy of Articles of Organization of the Company (the "Articles"), and one (1) original, one (1) copy of the Certificate of Conversion of the Corporation (the "Certificate") to become a Limited Liability Company pursuant to Section 608.439 of the Florida Limited Liability Company Act and Section 607.1112 of the Florida Business Corporation Act.

Please return to me the copies of the Articles and the Certificate stamped "FILED" along with a ***Certified Copy of the Record of the Corporation*** and a Certificate of Status of the limited liability company in the enclosed self-addressed stamped envelope provided herein for your convenience. I have enclosed a check in the amount of \$185.00 for the appropriate Filing Fees.

Should you require anything further, please do not hesitate to contact our office at (850) 337-4600. With kindest regards, I am

Yours Very Truly,



STEVEN T. WELCH

STW/dm

Enclosure(s)

Cc: David & Judy Solger
File

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**THE CERTIFICATE OF CONVERSION OF S & S
GREENWOOD FARMS, INC., TO BECOME A LIMITED
LIABILITY COMPANY PURSUANT TO SECTIONS 608.439
AND 607.1113, FLORIDA REVISED STATUTES**

Section 1.01 The Name of the "Other Business Entity"

The name of the other business entity making this Certificate of Conversion is S & S Greenwood Farms, Inc.

Section 1.02 Entity Type of "Other Business Entity"

S & S Greenwood Farms, Inc. (the "Corporation") is a corporation.

Section 1.03 Date and Jurisdiction of Formation

The Corporation was first organized, formed, or incorporated under the laws of the State of Florida on or about October 25, 1972 having **DOCUMENT NUMBER 411438**.

Section 1.04 Conversion to Become Limited Liability Company

The Corporation converted to a limited liability company in compliance with and pursuant to the provisions of Sections 608.439 and 607.1113, Florida Revised Statutes.

Section 1.05 Effective Date of Conversion

The effective date of the Conversion shall be the date the Certificate of Conversion is accepted for filing by the Secretary of State of the State of Florida.

Section 1.06 Adoption of Plan of Conversion by Board of Directors

Under the provisions of the governing documents of the Corporation and pursuant to Sections 607.1112(6) and 607.1113(1)(b), Florida Revised Statutes, the Board of Directors adopted and approved a Plan of Conversion in the same manner required for a statutory merger under the provisions of Section 607.1103, Florida Revised Statutes.

Section 1.07 Approval of Plan of Conversion by Shareholders

Under the provisions of the governing documents of the Corporation and in accordance with Sections 607.1112(6) and 607.1113(1)(b), Florida Revised Statutes, the Shareholders of the Corporation approved the Plan of Conversion by unanimous consent

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complying with the requirements for a merger under the provisions of Section 607.1103, Florida Revised Statutes.

Section 1.08 Conversion of Shares

(a) All Common Stock

All shares of ownership in the Corporation are common stock.

(b) All Certificated Stock

There are no account shares nor any non-certificated shares of common stock of the Corporation. All shares are certificated.

(c) Basis for Conversion

The basis for the conversion of shares of common stock in the Corporation for membership units in the Company shall be as follows. One (1) share of the Corporation shall be exchanged for one (1) unit of Membership interest in the Company.

(d) Manner of Exchange

The manner of the exchange shall be as follows. Upon the effective date of the Certificate of Conversion, each shareholder shall surrender such certificates or affidavits of loss showing the number of shares of common stock of the Corporation then owned by the shareholder. The Secretary of the Corporation shall confirm and, upon certification of the shares, cancel the shares represented by such certificates or affidavits of loss on the books of the Corporation. The Manager of the Company in exchange for the shares canceled by the Secretary shall then cause to be issued to such shareholder of the Corporation certificates of membership in the Company stating the number of units of Membership such shareholder shall then own in the Company.

Section 1.09 Name of the Limited Liability Company

The name of the limited liability company after conversion shall be **S & S Greenwood Farms, LLC**.

Section 1.10 Jurisdiction of Formation of the Limited Liability Company

The jurisdiction in which the limited liability company is to be formed is Florida.

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Section 1.11 Principal Office of the Limited Liability Company

The principal office of the limited liability company after the effective date of the conversion shall be 1135 Orange Hill Rd., Chipley, Florida 32428.

Section 1.12 Mailing Address of the Limited Liability Company

The mailing address of the limited liability company after the effective date of the conversion shall be S & S Greenwood Farms, LLC, c/o Steven T. Welch, 4399 Commons Dr E Ste 300, Destin, Florida 32541.

Section 1.13 Voluntary Payment in Accordance with Appraisal Rights

The limited liability company has agreed to pay any shareholders of the Corporation having appraisal rights the amount to which they are entitled under Sections 607.1301 et seq. of the Florida Business Corporation Act.

Section 1.14 Articles of Organization of the Company

The Articles of Organization of the Company have been submitted simultaneously herewith for filing with the Secretary of State of Florida.

IN WITNESS WHEREOF the undersigned hereby submits this CERTIFICATE OF CONVERSION OF S & S GREENWOOD FARMS, INC., TO BECOME A LIMITED LIABILITY COMPANY PURSUANT TO SECTIONS 608.439 AND 607.1113, FLORIDA REVISED STATUTES, on this date:

Executed on April 26, 2006.



Steven T. Welch, Attorney for Organizer

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**ARTICLES OF ORGANIZATION
OF THE
S & S GREENWOOD FARMS, LLC,

A Florida Limited Liability Company**

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act – Sections 608.401-608.705, Florida Revised Statutes, hereinafter referred to as the “Act”.

Section 1.02 Name

The name of the limited liability company, referred to as the “Company”, is:

S & S Greenwood Farms, LLC,
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
1135 Orange Hill Dr
Chipley, Florida 32428

Mailing Address:
c/o Steven T. Welch
4399 Commons Dr E Ste 300
Destin, FL 32541

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Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Steven T. Welch and the original registered address are as follows:

Physical Address:
4399 Commons Dr E Ste 300
Destin, FL 32541

Mailing Address:
4399 Commons Dr E Ste 300
Destin, FL 32541

Section 1.07 Registered Agent Consent

I, Steven T. Welch, a natural person and resident of Florida, accept the appointment as agent of S & S Greenwood Farms, LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: April 26, 2006.



Steven T. Welch, Registered Agent

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Section 1.08 Name and Address of Organizer

Steven T. Welch, 4399 Commons Dr E Ste 300, Destin, FL 32541

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the

Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Managers who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers will be set forth in the Operating Agreement. The names and addresses of the initial Managers are:

David M. Solger
1135 Orange Hill Rd
Chipley, Florida 32428-4395

Judith W. Solger
1135 Orange Hill Rd
Chipley, Florida 32428

Section 1.14 Indemnification and Liability

The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on April 26, 2006



Steven T. Welch, Organizer

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