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EXAMINER



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TALLAHASSEE, FLORIDA

January 9, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7125494 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Alps Property Acquisition and Management Company (FL)
Conversion
Florida

Sebastian's of Feathersound, Inc. (FL)
Conversion
Florida

Alps Property Acquisition and Management Company (FL)
Conversion
Florida

Alps Silicone Manufacturing, Inc. (FL)
Conversion
Florida



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Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
OF
SEBASTIAN'S OF FEATHERSOUND, INC.
INTO
ALPS FOODS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert **Sebastian's of Feathersound, Inc.**, a Florida corporation (the "Other Business Entity"), into **Alps Foods, LLC**, a Florida limited liability company, in accordance with Section 608.439, Florida Statutes (the "Conversion").

ARTICLE I
NAME OF OTHER BUSINESS ENTITY

P06000089576

The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "Sebastian's of Feathersound, Inc."

ARTICLE II
JURISDICTION OF OTHER BUSINESS ENTITY

The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on July 5, 2006.

ARTICLE III
NAME OF FLORIDA LIMITED LIABILITY COMPANY

The name of the Florida limited liability company into which the "Other Business Entity" will be converted, as set forth in the attached Articles of Organization of the Florida limited liability company, is "Alps Foods, LLC."

ARTICLE IV
EFFECTIVE DATE OF CONVERSION

This conversion will become effective on January 9, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on January 3, 2008.

SEBASTIAN'S OF FEATHERSOUND, INC.
By: **ALPS HOLDING CORPORATION, ITS SOLE MEMBER**

By: 
Aldo A. Laghi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
ALPS FOODS, LLC**

ARTICLE I – Name:

The name of the Limited Liability Company is ALPS FOODS, LLC.

ARTICLE II – Address:

The street and mailing address of the principal office of the Limited Liability Company is:

2895 42nd Avenue North
St. Petersburg, FL 33714

ARTICLE III – Registered Agent/Registered Office:

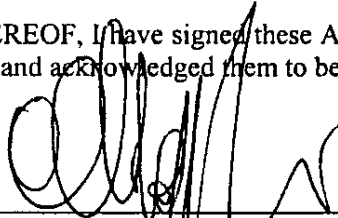
The name and Florida street address of the registered agent are:

Ronald A. Christaldi
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE IV – Effective Date

The effective date of the commencement of the Limited Liability Company is
January 9, 2008:

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 3rd day of January, 2008.



Signature of an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Aldo A. Laghi

Typed or printed name of signee

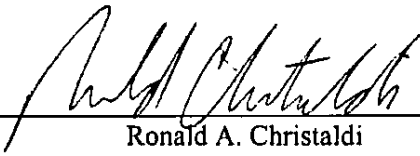
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **ALPS FOODS, LLC.**
2. The name and the Florida street address of the registered agent are:

Ronald A. Christaldi
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ronald A. Christaldi
Registered Agent