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(City/State/Zip/Phone #)

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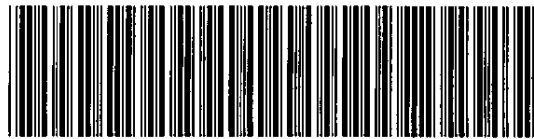
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. HAMPTON

APR - 7 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BERNIE LITTLE DISTRIBUTING, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

LORIE A. BROWNSON
(Contact Person)

MACFARLANE FERGUSON & MCNULLEN
(Firm/Company)

P.O. Box 1531
(Address)

TAMPA, FL 33601
(City, State and Zip Code)

For further information concerning this matter, please call:

LORIE A. BROWNSON at (813) 273-4295
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF CONVERSION
OF
A FLORIDA CORPORATION
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability company in accordance with s. 608.439, Florida Statutes.

1. The name of the Florida Corporation immediately prior to the filing of this Certificate of Conversion is: Bernie Little Distributing, Inc.
2. The entity to be converted is a Corporation and was first organized, formed and incorporation under the laws of Florida on May 1, 1997.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: Bernie Little Distributing, LLC

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion this 2nd day of April, 2008.



James W. Goodwin, Esq.
Attorney and Authorized Representative

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**ARTICLES OF ORGANIZATION
OF
BERNIE LITTLE DISTRIBUTING, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be BERNIE LITTLE DISTRIBUTING, LLC.

**ARTICLE II
Address and Place of Business**

The principal place of business for the limited liability company is:

1920 S.W. 12th Avenue
Ocala, Florida 34474

The mailing address for the limited liability company is:

Post Office Box 5279
Ocala, Florida 34478-5279

**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V
Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 201 North Franklin Street, Suite 2000, Tampa, Florida 33602 and the initial registered agent at such address is James W. Goodwin, Esq. The limited liability company may change its registered office or its

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registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James W. Goodwin, Esq. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI
Management

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

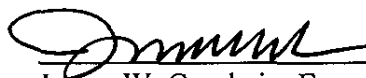
ARTICLE VIII
Operating Agreement

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE IX
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of **BERNIE LITTLE DISTRIBUTING, LLC**.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2nd day of April, 2008.



James W. Goodwin, Esq.
Attorney and Authorized Representative

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **BERNIE LITTLE DISTRIBUTING, LLC**
2. The name and address of the registered agent and office is:

**James W. Goodwin, Esq.
201 North Franklin Street
Suite 2000
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.

Dated this 2nd day of April, 2008.


James W. Goodwin, Esq.

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