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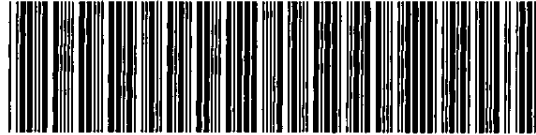
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

JAN 15 2009

EXAMINER

# MOORE, HILL & WESTMORELAND, P.A.

ATTORNEYS AT LAW

H. EDWARD MOORE, JR. \*  
LARRY HILL \*  
YANCEY F. LANGSTON  
CHARLES F. BEALL, JR. ‡  
GEORGE R. MEAD, II  
MARGARET T. STOPP  
DOUGLAS S. WOODWARD +  
SARAH DYRDA CRANE  
TIFFANY A. DURST +  
DANIEL M. EWERT  
AMY M. KLOTZ +

Ninth Floor  
SunTrust Tower  
220 West Garden Street  
Pensacola, Florida 32502

Telephone (850) 434-3541

J. LOFTON WESTMORELAND  
(1946 - 2004)

Post Office Box 13290  
Pensacola, Florida 32591-3290

Telecopier (850) 435-7899

Internet  
<http://www.mhw-law.com>

Writer's Email Address:  
[scrane@mhw-law.com](mailto:scrane@mhw-law.com)

\* Board Certified Civil Trial Lawyer  
‡ Board Certified Appellate Lawyer  
‡ Certified Circuit Court Mediator  
+ Also Admitted in Alabama

January 12, 2009

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Jack Rabbitt USA, LLC.

To Whom It May Concern:

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 §608.439, Florida Statutes.

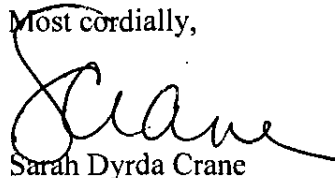
Please return all correspondence regarding this matter to:

Sarah Dyrda Crane  
MOORE, HILL & WESTMORELAND, P.A.  
P.O. Box 13290  
Pensacola, FL 32591-3290

If you have any questions, please contact me at 850-434-3541.

Our firm's check in the amount of \$150 is enclosed to pay for the following filing fees: \$25 for Conversion and \$125 for Articles of Organization.

Most cordially,



Sarah Dyrda Crane

Enclosure

cc: Ted Kaufman

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**JACK RABBIT USA, LLC.**  
**Certificate of Conversion from Kentucky Limited Liability Company**  
**into Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to converting Jack Rabbit USA, LLC., a Kentucky Limited Liability Company, which is an "Other Business Entity" as defined in §608.439, Florida Statutes, into a Florida Limited Liability Company, in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **Jack Rabbit USA, LLC.**
2. Jack Rabbit USA, LLC. is a limited liability company first organized under the laws of Kentucky on May 13, 2008, and the jurisdiction of Jack Rabbit USA, LLC. has not changed since it was first organized.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Jack Rabbit USA, LLC.**
4. The conversion is effective upon filing.

SIGNED this 9<sup>th</sup> day of January, 2008.

  
\_\_\_\_\_  
THEODORE KAUFMAN, Manager

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**ARTICLES OF ORGANIZATION OF  
JACK RABBIT USA, LLC.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is: Jack Rabbit USA, LLC.

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 703 Colonel Anderson Parkway, Louisville, Kentucky, 40222.

**ARTICLE III — Registered Agent and Registered Office**

The name and the Florida street address of the initial registered agent are: Sarah Dyrda Crane, 220 W. Garden Street, 9<sup>th</sup> Floor, Pensacola, Florida, 32504.

**ARTICLE IV — Additional Provisions:**

- A. The company is to be managed by the Manager, who is Theodore Kaufman, whose address is 703 Colonel Anderson Parkway, Louisville, Kentucky, 40222.
- B. To the fullest extent permitted by law, the Company shall indemnify each member and manager of the Company against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such member or manager in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such member or manager is, or is threatened to be made, a party because such member, manager or officer is or was a member or manager of the Company. The indemnification against Liability and advancement of expense granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled. The Company may purchase and maintain insurance on behalf of an individual who is or was a member, manager, employee or agent of the Company.

I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 9<sup>th</sup> day of January, 2009, and recognize that in accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
THEODORE KAUFMAN

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**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I, Sarah Dyrda Crane, do hereby accept the designation as registered agent to accept service of process for Jack Rabbit USA, LLC. at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

A handwritten signature in cursive script, reading "Sarah Crane", written over a horizontal line.

SARAH DYRDA CRANE

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