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LAW OFFICE OF
MARCUS G. BODET, P.A.

2000 PONCE DE LEON BLVD.
6TH FLOOR
CORAL GABLES, FLORIDA 33134

PHONE (305) 442-9292
FAX (786) 515-9337
E-MAIL: MBODET@BODETLAW.COM

July 24, 2009

Via US Priority Mail (w/ Delivery Confirmation)

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: WORLDWIDE PRODUCE & GROCERIES LLC (the "Company")

To Whom It May Concern:

Please find enclosed the following documents related to the Company's desire to convert from a Florida corporation to a Florida LLC:

- 1) Letter from the Company President requesting use of the same name;
- 2) Copy of written consent of the Board of Corporation approving the conversion;
- 3) Certificate of Conversion;
- 4) Articles of Organization; and
- 5) Certificate of Designation of Registered Agent/Registered Office; and
- 6) Check #3891 in the amount of \$185 to cover fees for filing and copies.

Thank you for your consideration. Should you have any questions, please feel free to call the undersigned at 305-442-9292.

Very truly yours,



Marcus G. Bodet, Esq.

June 29, 2009

Via US Priority Mail (w/ Delivery Confirmation)

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

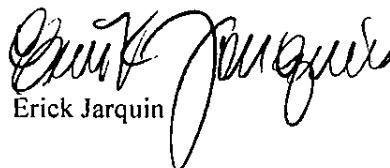
Re: *WORLDWIDE PRODUCE & GROCERIES LLC (the "Company")*

To Whom It May Concern:

This letter serves as the Company's request to have the Articles of Organization accepted with the name "WORLDWIDE PRODUCE & GROCERIES LLC". Although, there exists a Florida corporation by the name of "WORLDWIDE PRODUCE & GROCERIES INC", the corporation is the same company as the LLC as we have filed a Certificate of Conversion for the corporation. I am the President and Sole Director of the corporation and I hereby attest that the that the Company filed a Certificate of Conversion to convert to a Florida Limited Liability Company. We are converting to a LLC for business purposes and do not wish to change the name of the company or how we are presented as a company, except to the extent that the suffix of the Company shall be "LLC", instead of "Inc.". Accordingly, we are requesting that the state allow filing of the Articles of Organization under the name "WORLDWIDE PRODUCE & GROCERIES LLC".

Thank you for your consideration. Should you have any questions, please feel free to call our attorney, Marcus G. Bodet, at 305-442-9292.

Very truly yours,


Erick Jarquin



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2009

MARCUS G. BODET, P.A.
2000 PONCE DE LEON BLVD.
6TH FLOOR
CORAL GABLES, FL 33134

SUBJECT: WORLDWIDE PRODUCE & GROCERIES LLC
Ref. Number: W09000034315

We have received your document for WORLDWIDE PRODUCE & GROCERIES LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 509A00025846

LAW OFFICE OF
MARCUS G. BODET, P.A.

2000 PONCE DE LEON BLVD.
6TH FLOOR
CORAL GABLES, FLORIDA 33134

PHONE (305) 442-9292
FAX (786) 515-9337
E-MAIL: MBODET@BODETLAW.COM

August 17, 2009

Via US Mail

ATTN: Agnes Lunt
Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: *WORLDWIDE PRODUCE & GROCERIES LLC (the "Company")*
Reference No. W09000034315

Dear Ms. Lunt:

Per your attached letter, please find the signature page with signatures from both the converting and new limited liability company for the above-referenced conversion of the Company from a corporation to a limited liability company.

Should you have any questions, please feel free to call the undersigned at 305-442-9292.

Very truly yours,

A handwritten signature in black ink, appearing to read 'MGB', with a long horizontal flourish extending to the left.

Marcus G. Bodet, Esq.

CERTIFICATE OF CONVERSION
FOR
WORLDWIDE PRODUCE & GROCERIES INC.
INTO
FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 21 AM 8:37

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

WORLDWIDE PRODUCE & GROCERIES INC.

2. The "Other Business Entity" is a **corporation** first organized, formed or incorporated under the laws of the State of Florida on August 17, 2006.


3. The jurisdiction of the "Other Business Entity" was never changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

WORLDWIDE PRODUCE & GROCERIES LLC

5. The effective date of this conversion shall be the date of this filing.

Signed this 30 day of June, 2009.


ERICK JARQUIN
President and Sole Director

Signed this 14th day of August 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: _____ Title: _____

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**WRITTEN CONSENT OF
THE SOLE DIRECTOR
OF
WORLDWIDE PRODUCE & GROCERIES INC.**

THE UNDERSIGNED, being the sole member of the Board of Directors of Worldwide Produce & Groceries Inc., a Florida corporation (the "Company"), pursuant to section 607.0821, Florida Statutes, does hereby adopt the resolutions set forth below and agrees that when he has executed this consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted to the same extent and have the same force and effect as those adopted a normal meeting of the Company's Board of Directors, duly called it held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the sole Director has determined that it is in the best interests of the Company and its shareholders to convert the Company from a Florida corporation to a Florida Limited Liability Company; and

WHEREAS, in order to enter into the proposed transaction, the Company would have to recommend such conversion to the Shareholders of the Company and adopt Articles of Organization for the Limited Liability Company.

NOW, THEREFORE, BE IT RESOLVED, that the Director of the Company hereby recommends that the Company convert from a Florida corporation to a Florida Limited Liability Corporation.

IN WITNESS WHEREOF, the undersigned executed this Consent of the Board of Directors effective as of the 30 day of June, 2009.


ERICK JARQUIN

**ARTICLES OF ORGANIZATION
OF
WORLDWIDE PRODUCE & GROCERIES LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is **Worldwide Produce & Groceries LLC** (the "Company").

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is 3349 NW 97th Avenue, Doral, Florida 33172.

**ARTICLE III
Registered Agent**

The name of the Company's registered agent in the State of Florida is Erick Jarquin, and the address of the Company's registered office is 3349 NW 97th Avenue, Doral, Florida 33172.

**ARTICLE IV
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE V
Management**

The Company is to be a manager-managed company and the name and address of the initial Manager is:

Erick Jarquin
3349 NW 97th Avenue
Doral, Florida 33172

09 AUG 21 AM 8:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VI
Admission of Additional Members

Members shall have the right to admit additional members as provided by the Company's Operating Agreement or, if no Operating Agreement exists, then as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

ARTICLE VII
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

AUTHORIZED REPRESENTATIVE:



ERICK JARQUIN

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: **Worldwide Produce & Groceries LLC**
2. The name and address of the registered agent and office is: Erick Jarquin, 3349 NW 97th Avenue, Doral, Florida 33172.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.


ERICK JARQUIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 21 AM 8:37