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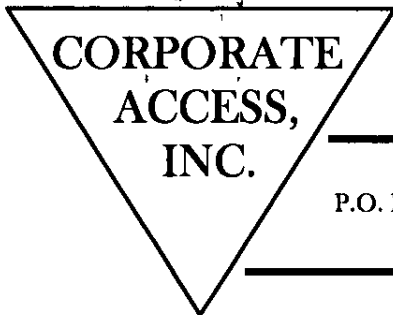
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Conversion

1. BDC Liquors, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**CERTIFICATE OF CONVERSION
FOR
FLORIDA PROFIT CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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This Certificate of Conversion and attached Articles of Organization are submitted in accordance with Section 608-439, Florida Statutes, to convert the following "Other Business Entity" into a Florida Limited Liability Company.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is BDC LIQUORS, INC. P92000002891

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on November 9, 1992.

3. The jurisdiction of the "Other Business Entity" has not changed since its formation.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is BDC LIQUORS, LLC.

5. This conversion shall be effective upon the date of filing this Certificate of Conversion and attached Articles of Organization with the Florida Department of State.

Wm MacArthur
Dated this 22nd day of April, 2009.

Wm MacArthur

Signature of Member or Authorized Representative of Limited Liability Company:

By: *Wm MacArthur*
Print Name: William H. MacArthur
Title: Manager

Signature on behalf of Other Business Entity:

By: *Wm MacArthur*
Print Name: William H. MacArthur
Title: President

ARTICLES OF ORGANIZATION

OF

BDC LIQUORS, LLC

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ARTICLE I

The name of this limited liability company is BDC LIQUORS, LLC.

ARTICLE II

The mailing address of the Limited Liability Company is BDC LIQUORS, LLC, and the street address of the principal office of the Limited Liability Company is 401 West Colonial Drive, Suite 7, Orlando, Florida 32804.

ARTICLE III

The street address of the initial registered office of the Limited Liability Company in Florida is 401 West Colonial Drive, Suite 7, Orlando, Florida 32804, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is William H. MacArthur.

ARTICLE IV

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Limited Liability Company Act, including all powers and purposed now and hereafter permitted by law to a limited liability company.

ARTICLE V

The effective date for this Limited Liability Company shall be the date of filing these Articles or Organization with the Florida Department of State.

ARTICLE VI

The Limited Liability Company is to be managed by Managers.

IN WITNESS WHEREOF, the undersigned Member has executed and acknowledged these Articles of Organization at Orlando, Florida, this 22nd day of April, 2009.

WTHM
July WTHM

WTHM

WILLIAM H. MacARTHUR, Manager

CONSENT TO APPOINTMENT
BY REGISTERED AGENT

Having been named as registered agent for BDC LIQUORS, LLC, I hereby voluntarily consent to serve as Registered Agent for BDC LIQUORS, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated this 22nd day of April, 2009.

WTHM
July WTHM

WTHM

WILLIAM H. MacARTHUR