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Certificate of Conversion For "Other Business Entity" Into Florida Limited Liability Company

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 s.608.439, Florida Statutes.

- 1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Donley Cattle Company, LLP.
- 2. The "Other Business Entity" is a Limited Liability Partnership first organized, formed or incorporated under the laws of Florida on or about May 15, 2006.
- 3. The jurisdiction of the "Other Business Entity" has not been changed since it was organized, formed or incorporated.
- 4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Donley Cattle Company, LLC.
 - 5. This conversion is effective on the date of filing, enter the effective date.
- 6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.
- 7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this That day of March , 2011.

John Donley, Partner

Keri Martin, Partner

Scott Donley, Partner

David Donley, Partner

*The individuals above are also signing as Members of Donley Cattle Company, LLC.

ARTICLES OF ORGANIZATION

OF

DONLEY CATTLE COMPANY, LLC

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is DONLEY CATTLE COMPANY, LLC (the "Company").

ARTICLE 11 - PRINCIPAL OFFICE

The street address of the principal office of the Company is 2235 Crump Road, Winter Haven, Florida 33881.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 2235 Crump Road, Winter Haven, Florida 33881. The name of the registered agent of the Company at that address is Keri Martin, 2235 Crump Road, Winter Haven, Florida 33881.

ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company. The name and addresses of the initial manager of the Company is Wesley Donley, whose address is 2235 Crump Road, Winter Haven, Florida 33881.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the company, shall be the date of filing of these Articles of Organization.

I MAD IN THE PARTIES.

The undersigned member has made and subscribed these Articles of Organization this day of **March**, 2011. Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

> Wesley Dopley Manager and Member

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Keri Martin

Date: 3.9.11