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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

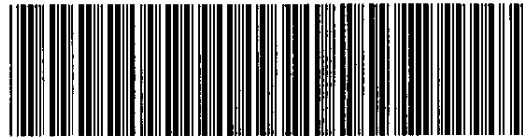
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JUN 15 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
HENDRY, STONER & BROWN

PROFESSIONAL ASSOCIATION

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KARIN WEISS-YACOBI
ADMITTED IN ISRAEL AND NEW YORK ONLY

June 2, 2011

Via Federal Express 8645 0931 2142

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: **Certificate of Conversion to foreign entity**
CAG Food Services, LLC (the "Company")

To Whom It May Concern:

I sent an original Certificate of Conversion by Federal Express on Thursday June 9, 2011 for delivery at your office on Friday June 10, 2011 but the check for the filing fee was accidentally omitted from the envelope. Please find enclosed a copy of the Company's Certificate of Conversion, submitted for the purpose of converting the Company from a Georgia limited liability company to a Florida limited liability company along with our firm's check in the amount of \$155.00.

Please process this request at your earliest convenience and also please contact me if there are any questions. Thank you for your cooperation.

Very truly yours,



G. Steven Brown

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CAG FOOD SERVICES, 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:

G. STEVEN BROWN

(Contact Person)

HENDRY, STONER & BROWN, P.A.

(Firm/Company)

20 N. ORANGE AVENUE, SUITE 600

(Address)

ORLANDO, FL 32801

(City, State and Zip Code)

SBROWN@LAWFORFLORIDA.COM

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

G. STEVEN BROWN

(Name of Contact Person)

at (407) 843-5880

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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
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:

CAG FOOD SERVICES, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of GEORGIA

(Enter state, or if a non-U.S. entity, the name of the country)

on FEBRUARY 21, 2007

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

NOT APPLICABLE

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

CAG FOOD SERVICES, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: June 15, 2011

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

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.

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TALLAHASSEE, FLORIDA

Signed this 31st day of May 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: _____

Printed Name: RICHARD L. ADAMS, JR.

Title: Member

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: RICHARD L. ADAMS, JR.

Title: Member and Manager

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CAG FOOD SERVICES, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C." or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1235 Watkins Cove
St. George Island, Florida 32328

Mailing Address:

20 N. ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

HENDRY, STONER & BROWN, P.A.
Name

20 N. ORANGE AVENUE, SUITE 600
Florida street address (P.O. Box **NOT** acceptable)

ORLANDO FL 32801
City, State, and Zip

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 as provided for in Chapter 608, F.S..

H. Steven Brown

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

RICHARD L. ADAMS, JR.

1235 WATKINS COVE

ST. GEORGE ISLAND, FL 32328

MGR

WILLIAM T. ROSS

11974 N. CRESCENDO DRIVE

ORO VALLEY, AZ 85737

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: June 15, 2011
(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

RICHARD L. ADAMS, JR.

Typed or printed name of signee