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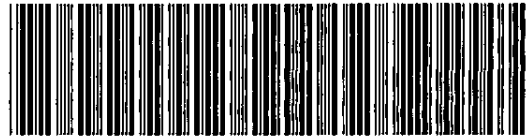
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
1-1-2012

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FILED
11 NOV 22 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. B. BLY
EXAMINER
NOV 23 2011



610 S. Maitland Avenue
Maitland, Florida 32751

P 407.622.1900
F 407.622.1922

Mary Merrell Bailey, Esq., Partner
Hallie L. Zobel, Esq., Partner
David Pilcher, Esq., Partner

November 18, 2011

State of Florida, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Country Boy Pest Control LLC

Dear Sir or Madam:

Please be advised that this firm represents Charles Ron Henderson who will be the manager of the limited liability company referenced above.

Enclosed please find the following documents for establishment of a new limited liability company and conversion of the existing corporation:

1. Cover letter and Certificate of Conversion;
2. Original Articles of Organization for Country Boy Pest Control LLC; and
3. Our firm's check in the amount of \$180.00 representing the filing fee of \$125.00 for the new LLC, \$30.00 for the certified copy of the Articles of Organization and \$25.00 for the Certificate of Conversion

Please file the Articles to be effective on January 1, 2012 and return a certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Janet M. Scott, at your convenience. Thank you for your attention to this matter.

Sincerely,
BAILEY ZOBEL PILCHER-PLC

Mary Merrell Bailey

MMB/jms
Enclosures
cc: Charles Ron Henderson

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Country Boy Pest Control 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:

Mary Merrell Bailey, Esquire

(Contact Person)

Bailey Zobel Pilcher PLC

(Firm/Company)

610 S. Maitland Avenue

(Address)

Maitland, Florida 32751

(City, State and Zip Code)

mark@mhrlaw.com

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

For further information concerning this matter, please call:

Mary Merrell Bailey, Esquire

(Name of Contact Person)

at (407) 622-1900

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$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

EFFECTIVE DATE
1-1-2012

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

FILED
11 NOV 22 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Country Boy Pest Control, Inc. S93163
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 11/12/1991
(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:

N/A

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

Country Boy Pest Control LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 2012
(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.

Signed this 15 day of November 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: ✓ Charles R. Henderson
Printed Name: Charles R. Henderson Title: Manager

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: ✓ Charles R. Henderson
Printed Name: Charles R. Henderson Title: President

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)

EFFECTIVE DATE
1-1-2012

Articles of Organization of the Country Boy Pest Control LLC

FILED
11 NOV 22 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

Country Boy Pest Control LLC,
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Country Boy Pest Control, Inc. (EIN 59-3096451) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective January 1, 2012 under Florida law (the conversion transaction). As an LLC, Country Boy Pest Control, Inc. will be required to change its name to "Country Boy Pest Control LLC".

Country Boy Pest Control, Inc. was incorporated in Florida on November 12, 1991. Country Boy Pest Control LLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. As a result, Country Boy Pest Control LLC will never be treated as a disregarded entity, but will be treated as a continuation of Country Boy Pest Control, Inc. for income tax purposes. The conversion transaction, when combined with Country Boy Pest Control LLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F).

Country Boy Pest Control LLC will retain Country Boy Pest Control, Inc.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), Country Boy Pest Control, Inc.'s tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed. Because Florida conforms to federal entity classification rules, Country Boy Pest Control LLC will continue existence as a corporation for state income tax purposes as well; Country Boy Pest Control LLC will, effectively, replace Country Boy Pest Control, Inc. for tax purposes in Florida by operation of law and, consequently, Country Boy Pest Control, Inc. will not be required to file a final income tax return for federal or state purposes.

Additionally, since Country Boy Pest Control LLC will continue existence as a corporation and will continue to use Country Boy Pest Control, Inc.'s taxpayer identification number for federal tax purposes, Country Boy Pest Control LLC will continue to use the various tax accounts (e.g., sales tax, payroll withholding, corporate income tax, etc.) already established and used by Country Boy Pest Control, Inc. in Florida.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
217 Bomber Road
Winter Haven, Florida
33880

Mailing Address:
217 Bomber Road
Winter Haven, Florida
33880

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Mark H. Ruff, Esquire and the original registered addresses are as follows:

Physical Address:

711 N. Orlando Avenue,
Suite 101
Maitland, Florida 32751


Mailing Address:

711 N. Orlando Avenue,
Suite 101
Maitland, Florida 32751

Section 1.07 Registered Agent Consent

I, Mark H. Ruff, Esquire, a natural person and resident of Florida, accept the appointment as agent of Country Boy Pest Control LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: November 15, 2011.



Mark H. Ruff, Esquire, Registered Agent

Section 1.08 Name and Address of Organizer

Mary Merrell Bailey, Esquire, 610 S. Maitland Ave., Maitland, Florida
32751

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a

Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Manager of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Manager fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Manager of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement name and address of the initial Manager is:

Charles R. Henderson
217 Bomber Road
Winter Haven, Florida 33880

Section 1.14 Indemnification and Liability


The Company may, as determined by the Manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on November 15, 2011



Mary Merrell Bailey, Esquire, Organizer