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(Requestor's Name)

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(City/State/Zip/Phone #)

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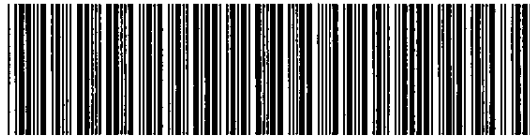
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK
MAR 20 2012
EXAMINER

SMITH HULSEY & BUSEY

March 16, 2012

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

Re: Conversion of Miss Martha, Inc.

Dear Sir or Madam:

Enclosed are the following documents to convert Miss Martha, Inc., a Florida corporation, into Miss Martha, LLC, a Florida limited liability company:

1. Certificate of Conversion;
2. Articles of Organization; and
3. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$150.00 for the filing fee. Please call me at (904) 359-7810 if you have any questions regarding this filing.

Sincerely,


Joni A. Reiser

Enclosures

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TALLAHASSEE, FLORIDA

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315

OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

CERTIFICATE OF CONVERSION

for the conversion of

MISS MARTHA, INC.
a Florida Corporation

into

MISS MARTHA, LLC
a Florida Limited Liability Company

This Certificate of Conversion and the attached Articles of Organization are submitted for the conversion of Miss Martha, Inc., a Florida Corporation (the "Corporation") into Miss Martha, LLC, a Florida Limited Liability Company (the "Company") in accordance with §608.439, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Miss Martha, Inc. *S38600*
2. The Corporation was first incorporated under the laws of the State of Florida on March 13, 1991 under document number S38600.
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is Miss Martha, LLC, a limited liability company organized under the laws of the State of Florida.
4. The Corporation has converted into the Limited Liability Company in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapter 607, Florida Statutes.
6. This Certificate of Conversion shall be effective as of the date of filing.

Signed this 5 day of March, 2012.

MISS MARTHA, INC.

MISS MARTHA, LLC

Thomas L. Ward
Thomas L. Ward, President

Thomas L. Ward
Thomas L. Ward, Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MISS MARTHA, LLC

The undersigned organizer, who is the authorized representative of Miss Martha, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Miss Martha, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company are 233 Water Street, Apalachicola, Florida 32329 and P.O. Box 697, Apalachicola, Florida 32329.

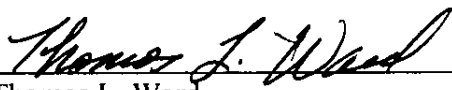
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are J. Gordon Shuler and 34 4th Street, Apalachicola, Florida 32320.

ARTICLE IV - MANAGEMENT

The Company shall be a member-managed company. The initial manager shall be Thomas L. Ward.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 5 day of March, 2012.



Thomas L. Ward
Authorized Representative

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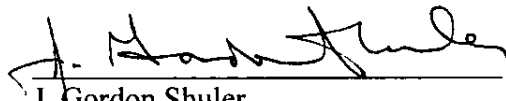
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, MISS MARTHA, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Miss Martha, LLC.
2. The name and street address of the registered agent are J. Gordon Shuler and 34 4th Street, Apalachicola, Florida 32320.

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, J. Gordon Shuler hereby accepts the appointment as registered agent and agrees to act in this capacity. J. Gordon Shuler further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated this 5th day of March, 2012.


J. Gordon Shuler

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