

FILED
In the Office of the
Secretary of State of Texas
SEP 19 2016
Corporations Section

CERTIFICATE OF CONVERSION
of

RAIDEN COMMODITIES, LP
a foreign U.S. Virgin Islands limited partnership
(**Converting Entity**)

into

RAIDEN COMMODITIES, LP
a Texas limited partnership
(**Converted Entity**)

The undersigned Converting Entity hereby adopts the following Certificate of Conversion for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Organizations Code:

1. A Plan of Conversion, approved and adopted in accordance with the provisions of Chapter 10 of the Texas Business Organizations Code, providing for the conversion of **RAIDEN COMMODITIES, LP**, a foreign U.S. Virgin Islands limited partnership, its federal employer identification number is 660758575, formed in that jurisdiction on December 22, 2010, and registered as a foreign limited partnership with the Secretary of State of Texas on March 22, 2012 under file number 801570448 (the "**Converting Entity**"), to **RAIDEN COMMODITIES, LP**, a Texas limited partnership (the "**Converted Entity**"), has been executed by the Converting Entity and the parties thereto.

2. The Plan of Conversion was unanimously approved and was duly authorized by all action required by the laws of the State of Texas and those of the U.S. Virgin islands, and by the constituent documents of the Converting Entity.

3. An executed Plan of Conversion is on file at the principal place of business of the Converting Entity at 200 Dorado Beach Drive, Suite 3232, Dorado, PR 00646, and from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Converted Entity at 200 Dorado Beach Drive, Suite 3232, Dorado, PR 00646.

4. A copy of the Plan of Conversion will be furnished upon written request and without cost by the Converting Entity prior to the conversion or by the Converted Entity after the conversion to any shareholder of the Converting Entity or partner of the Converted Entity.

5. The Certificate of Formation of the Converted Entity, which is to be created pursuant to the Plan of Conversion, is attached hereto as Exhibit A and is incorporated herein by reference for filing by the Secretary of State.

6. The Converted Entity shall be responsible for the payment of all fees imposed by the State of Texas, including franchise tax or gross margins tax, on the Converting Entity and/or the Converted Entity, and shall be obligated to pay the same when due.

7. This document becomes effective when the document is accepted and filed by the Secretary of State of Texas.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Coded, or other law applicable to and governing the converting entity, to execute the filing instrument.

EXECUTED to be effective as of September 19, 2016.

CONVERTING ENTITY:

RAIDEN COMMODITIES, LP, a foreign U.S. Virgin Islands limited partnership

By: Raiden Commodities 1, LLC, Its General Partner



By: _____
Adam Sinn, President

EXHIBIT A
Certificate of Formation

Form 207
(Revised 12/15)

Submit in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709

Filing Fee: \$750



**Certificate of Formation
 Limited Partnership**

This space reserved for office use.

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 Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited partnership. The name of the entity is:

Raiden Commodities, LP

The name must contain the words "limited," "limited partnership," or an abbreviation of that word or phrase. The name of a limited partnership that is also a limited liability partnership must also contain the phrase "limited liability partnership" or "limited liability limited partnership" or an abbreviation of one of those phrases.

Article 2 – Registered Agent and Registered Office

(Select and complete either A or B and complete C)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

KB Carlton, PLLC

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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C. The business address of the registered agent and the registered office address is:

2500 Dallas Pkwy., Ste. 501	Plano	TX	75093
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Provide the name and address of each general partner.)

The name and address of each general partner are set forth below:

GENERAL PARTNER 1				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
Raiden Commodities 1, LLC				
<i>Organization Name</i>				
ADDRESS				
200 Dorado Beach Dr., Ste. 3232	Dorado	PR	USA	00646
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GENERAL PARTNER 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

GENERAL PARTNER 1				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4—Principal Office

The address of the principal office of the limited partnership in the United States where records are to be kept or made available under section 153.551 of the Texas Business Organizations Code is:

200 Dorado Beach Dr., Ste. 3232 Dorado PR USA 00646

Street or Mailing Address City State Country Zip Code

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

A Limited Partner's right to sell an interest in the Partnership is restricted significantly, as explained in detail in the Limited Partnership Agreement on file in such Partnership's corporate records.

The Partnership is being formed pursuant to a plan of conversion. The converting (prior) entity was Raiden Commodities, LP, a foreign U.S. Virgin Islands limited partnership, its federal employer identification number is 660758575. It was formed in that jurisdiction on December 22, 2010, and registered as a foreign limited partnership with the Secretary of State of Texas on March 22, 2012 under file number 801570448.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

[Empty rectangular box for event or fact description]

Execution

The undersigned general partner affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: September 19, 2016

Signature for each general partner:



Adam Sinn, President of Raiden Commodities 1, LLC, General Partner