

L02000016806

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RECEIVED

LIMITED LIABILITY COMPANY

Fresh Harvest Farms, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 2002

JANE YEAGER CHEFFY

SUBJECT: FRESH HARVEST FARMS, LLC
REF: W02000018331

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We have received your document for FRESH HARVEST FARMS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 508, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

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Letter Number: 702A00040573

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
FRESH HARVEST FARMS, LLC**

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be **FRESH HARVEST FARMS, LLC**

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

FRESH HARVEST FARMS, LLC
16641 San Carlos Blvd
Ft. Myers, Florida 33908

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**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V
Registered Office and Agent**

The name and street address of the registered agent of the Company in the State of Florida is Douglas H. Grout, 16641 San Carlos Blvd, Ft. Myers, Florida 33908.

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**ARTICLE VI
Additional Capital Contributions**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII
Admission of New Members**

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a two-thirds vote of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

**ARTICLE VII
Termination of Existence**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

**ARTICLE IX
Management**

The Company shall be managed by a manager in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are Douglas H. Grout and Darren S. Grout, 16641 San Carlos Blvd., Ft. Myers, Florida 33908.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, this 21 day of JUNE, 2002.

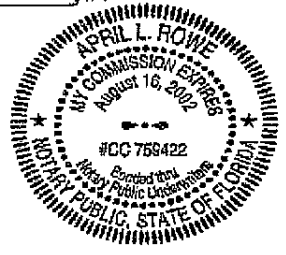
[Signature]
DOUGLASH GROUT

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **DOUGLASH GROUT** who is personally known to me or has produced *[Signature]* as identification, to me well known to be the person(s) described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last afore-said this 21st day of June, 2002.

(SEAL)



[Signature]
Notary Public - State of Florida
April L. Rowe

(Print, Type, or Stamped Commissioned Name of Notary Public)

Personally Known OR Produced Identification
Type of Identification Produced _____

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **FRESH HARVEST FARMS, L.L.C.**
2. The name and address of the registered agent and office is:

Douglas H. Grout
 16641 San Carlos Blvd.
 Ft. Myers, Florida
 Naples, Florida 33908

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.

Dated this 21 day of June, 2002.



 Douglas H. Grout

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