

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**LO2000022972**

*Produce Dynamics LLC*

000007537980--0  
-09/05/02--01033--002  
\*\*\*\*125.00 \*\*\*\*125.00

*9/5 FLCC*

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

**MLH**

DIVISION OF CORPORATIONS  
02 SEP -5 AM 11:31

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 SEP -5 PM 2:06

FILED

Signature \_\_\_\_\_

Requested by: *AW*

Name \_\_\_\_\_

Date *9/5*

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
**PRODUCE DYNAMICS, L.L.C.**  
(a Florida Limited Liability Company)

FILED  
02 SEP -5 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **PRODUCE DYNAMICS, L.L.C.**, and its principal office shall be located at 16505 State Road 64 East, Bradenton, Manatee County, Florida; (Mailing Address, P.O. Box 898, Bradenton, Florida 34206), but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

**C & D Fruit and Vegetable Co., Inc.  
16505 State Road 64  
Bradenton, Florida 34202**

**Mailing Address: P.O. Box 898  
Bradenton, Florida 34206**

**The representative of this member will be:  
Mr. Thomas O'Brien, President**

**Mr. Joseph Pascarella  
16505 State Road 64  
Bradenton, Florida 34202**

**Mailing Address: P.O. Box 898  
Bradenton, Florida 34206**

#### **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the

business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII  
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1400 4<sup>th</sup> Avenue West, Bradenton, Manatee County, Florida; and the name of the company's initial registered agent at that address is V. William Kaklis, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PRODUCE DYNAMICS, L.L.C.

Executed by the undersigned at Bradenton, Manatee County, Florida on the 4<sup>th</sup> day of Sept., 2002.

C & D FRUIT AND VEGETABLE CO., INC.

By: Thomas M. O'Brien  
THOMAS M. O'BRIEN – President  
Member

Joseph Pascarella  
JOSEPH PASCARELLA – Member

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared THOMAS M. O'BRIEN as President of C & D Fruit and Vegetable Co., Inc., to me known to be the person who

executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced \_\_\_\_\_ for identification and did not take an oath.

WITNESS my hand and official seal this 4<sup>th</sup> day of September 2002.



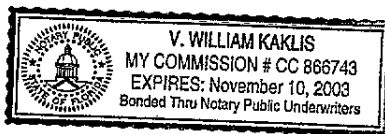
Karen Kmetzsch (Seal)  
Notary Public

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared **JOSEPH PASCARELLA** to me known to be the person who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced n/a for identification and did not take an oath.

WITNESS my hand and official seal this 4<sup>th</sup> day of Sept. 2002.

V. William Kaklis (Seal)  
Notary Public



DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida  
County of Manatee

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is PRODUCE DYNAMICS, L.L.C.

The name of the registered agent for PRODUCE DYNAMICS, L.L.C., is V. WILLIAM KAKLIS, ESQ., and the street address of the company's principal office where the agent is located is 1400 4<sup>th</sup> Avenue West, Bradenton, Florida 34205.

This statement is to acknowledge that, as indicated above, PRODUCE DYNAMICS, L.L.C. has appointed me, V. WILLIAM KAKLIS, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 the 4<sup>th</sup> day of Sept., 2002

  
V. WILLIAM KAKLIS, ESQ.  
Registered Agent

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 2002 by V. WILLIAM KAKLIS, ESQ., agent on behalf of PRODUCE DYNAMICS, L.L.C., a limited liability company. He is personally known to me or has produced W/P as identification.



  
Notary Public