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REFERENCE : 807993 155222A
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 125.00

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ORDER DATE : November 5, 2002
ORDER TIME : 2:28 PM
ORDER NO. : 807993-010 FILE 2ND
CUSTOMER NO: 155222A
CUSTOMER: Geri Thomas, Paralegal
Barnes Walker, Chartered
3119 Manatee Avenue, West
Bradenton, FL 34205

DOMESTIC FILING

NAME: PALMETTO VEGETABLE LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
PALMETTO VEGETABLE COMPANY, LLC**

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**ARTICLE I
Name**

The name of the limited liability company ("Company") is PALMETTO VEGETABLE COMPANY, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 8106 DeSoto Memorial Highway, Bradenton, Florida 34209.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is GARRET T. BARNES, Esquire. The address of Company's registered office in Florida is Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34209.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will serve until the first annual meeting of the Members. The initial Managers who shall serve until the organizational meeting of the Company are identified as follows:

JOHN P. HARLLEE, IV, whose address is 8106 DeSoto Memorial Highway, Bradenton, Florida 34209.

SCOTT A. HARLLEE, whose address is 7220 6th Avenue Northwest, Bradenton, Florida 34209.

B. The Managers, acting jointly or alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs

described in Florida Statutes Section 608.404, as from time to time amended, including but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of a majority in interest of the Member[s], the Managers shall not cause or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other person or entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager[s]'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager[s]'s request.

2. Without having first obtained the prior written consent of all of the Member[s], amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member[s], or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager[s], or;
- c. Modify the duration of this Company, or;

- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the Members, or;
- h. Hire, terminate, or modify the terms of employment of any Managing Member, or;
- i. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- j. Invest in the debt or equity of any other person or entity, or;
- k. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager[s]'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager[s]'s request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member[s] of the Company.

ARTICLE VI

Continuation of Business

A majority in interest of the remaining Member[s] of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII

Profits and Losses Allocation

Profits and losses will be allocated to the Member[s] in accordance with the Operating Agreement of the Company.

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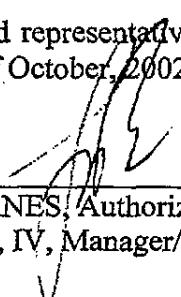
**ARTICLE VIII
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Manager.

**ARTICLE IX
Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 30 day of October, 2002.



GARRET T. BARNES, Authorized Representative
of John P. Harlee, IV, Manager/Member

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

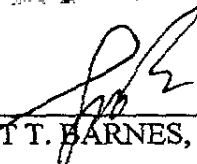
Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is PALMETTO VEGETABLE COMPANY, L.L.C.

2. The name and address of the registered agent and office is: GARRET T. BARNES, Esquire, Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34209.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 10-30-02



GARRET T. BARNES, Registered Agent

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