

Sent By: JOHNSTON*SASSER;

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Division of Corporations

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LIMITED LIABILITY COMPANY

Moonlit Road Vineyards, LLC

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ARTICLES OF ORGANIZATION OF MOONLIT ROAD VINEYARDS, LLC

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.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MOONLIT ROAD VINEYARDS, LLC, and its principal office shall be located at 18915 Portofino Drive, Tampa, Florida, 33647, with a mailing address of 18915 Portofino Drive, Tampa, Florida, 33647; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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.

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Fax Audit Number H04000073963 3

Page 1 of 6

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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. 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.

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

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Page 2 of 6

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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.

IV. MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until a successor is elected and qualified are: Marnie Azdell, 18915 Portofino Drive, Tampa, Florida, 33647 and Darren Azdell, 18915 Portofino Drive, Tampa, Florida, 33647. Members shall have the right to change the number of managers by super majority (75%) consent.

V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by super majority 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 the super majority written consent of 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 the super majority consent of the remaining members.

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VI. CAPITAL CONTRIBUTIONS

Capital contributions in the form of real property having a value of \$500.00 shall be contributed to the limited liability company by the two members in equal shares. Additional contributions may be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in equal shares.

VII. PROFITS AND LOSSES

1. 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 or to the distributive share of the profits specified as follows: Marnie Azdell - fifty percent (50%) and Darren Azdell - fifty percent (50%). The distributive share of the profits shall be determined and paid to the members on December 31 of each year unless otherwise agreed to by the Members.

2. 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 or the following shares: Marnie Azdell - fifty percent (50%) and Darren Azdell - fifty percent (50%).

VIII. DURATION

This limited liability company shall have perpetual existence unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

IX. CLASSES OF MEMBERS

The Members may create additional classes or groups of members having such rights, powers and duties as they may provided. The Operating Agreement may provide that any additional class or group of members shall have no voting rights.

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Page 4 of 6

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X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 18915 Portofino Drive, Tampa, Florida, 33647 and the name of the company's initial registered agent at that address is Marnie Azdell.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MADONIT ROAD VINEYARDS, LLC.

Executed by the undersigned at Tampa, Florida, this 27th day of February 2004.

Marnie Azdell
Marnie Azdell

Darren Azdell
Darren Azdell

Subscribed before me this 27th day of February 2004 by the above who are personally known to me.
Lobbie R Krause



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fax Audit Number H 04 0000 739633

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is **MOONLIT ROAD VINEYARDS, LLC**
- 2. The name and address of the registered agent and office is:

Marnie Azdell, 18915 Portofino Drive, Tampa, Florida, 33647.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Marnie Azdell
Marnie Azdell

3/29/04
Date

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