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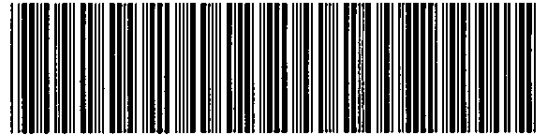
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
SEP 29 2008
EXAMINER

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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

South Prong Ranch LLC

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ARTICLES OF ORGANIZATION

OF

SOUTH PRONG RANCH, LLC

FILED
08 SEP 29 PM 2:15
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SOUTH PRONG RANCH, LLC. The street address of the principal office of the limited liability company in Florida shall be 11930 Walter Hunter Road, Lithia, Florida 33547, and the mailing address shall be 11930 Walter Hunter Road, Lithia, Florida 33547.

ARTICLE II - DURATION

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The specific purpose for which this limited liability company is organized is to conduct a cattle/calf operation, and to lease real property for such purpose. The general purpose for which the limited liability company is organized is to engage in all types of agricultural and commercial endeavors, and to transact any lawful business for which a limited liability company may be organized under

the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is A.H. VARNUM, 11930 Walter Hunter Road, Lithia, Florida 33547.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the limited liability company shall contribute to the capital of the limited liability company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the limited liability company except with the unanimous written consent of all the members of the limited liability company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the limited liability company as set forth in the Operating Agreement of the limited liability company, but the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed

transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The limited liability company shall be dissolved as may be provided in the Operating Agreement of the limited liability company, or upon unanimous consent of all members.

ARTICLE IX - MANAGEMENT

The limited liability company shall be managed by the members in accordance with the Operating Agreement which may contain any provisions for the management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The names and addresses of the initial members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
A. H. VARNUM	11930 Walter Hunter Road Lithia, Florida 33547
SCOTT VARNUM	12216 Walter Hunter Road Lithia, Florida 33547
KENNETH PARKER	3411 N. Wilder Road Plant City, Florida 33565

Initially all rights and powers of management of the limited liability company are reserved for the initial members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. H. VARNUM	11930 Walter Hunter Road Lithia, Florida 33547
SCOTT VARNUM	12216 Walter Hunter Road Lithia, Florida 33547

KENNETH PARKER

3411 N. Wilder Road
Plant City, Florida 33565

IN WITNESS WHEREOF, the undersigned organizers have made and
subscribed these Articles of Organization at Plant City, Florida, for
the foregoing uses and purposes this 19th day of Sept., 2008.

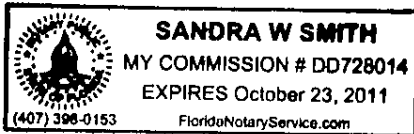

A.H. VARNUM


SCOTT VARNUM


KENNETH PARKER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared A.H. VARNUM, SCOTT VARNUM and KENNETH PARKER to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and who freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it, and they declared their identity and [] who (each) is personally known to me, or [] who (each) produced his Florida Driver's License as personal identification.



Sandra W Smith
Name:
Notary Public, State of Florida
My commission expires: 10/23/2011

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SOUTH PRONG RANCH, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as such registered agent and is familiar with, and accepts the obligations of registered agent as provided in Chapter 608, Florida Statutes.

A. H. Varnum
A.H. VARNUM
Registered Agent

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.