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CHARTERED

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DAVID S. WATSON  
JOHN W. WEST III

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RONALD L. COLLIER - PA & NJ  
ANTHONY J. ABATE - IL  
STEVEN J. CHASE - GA  
MICHAEL S. TAAFFE - NJ & NY  
DAVID S. WATSON - PA  
SCOTT E. GORDON - OH  
RICHARD W. COONEY - NY  
JOHN W. WEST III - DC

\*Board Certified Real Estate Lawyer  
\*\*Board Certified Civil Trial Lawyer  
\*\*\*Board Certified Business Bankruptcy Law  
American Board of Certification  
\*\*\*\*Board Certified Business Litigation Lawyer

HARVEY J. ABEL

OF COUNSEL  
RICHARD W. COONEY

JOHNSON S. SAVARY

Reply To: Sarasota

November 19, 1998

Please refer to our file number:  
2023-3  
Writer's Direct Line:  
(941) 364-2729  
Writer's Direct E-mail:

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002693361--3  
-11/23/98--01035--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Nickerson Brothers, L.L.C.

Dear Sir or Madam:

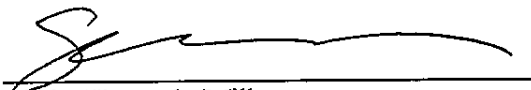
*4848-2065*

Enclosed please find original and duplicate of Articles of Organization for the referenced Limited Liability Company together with a check in the amount of \$337.50 to cover the following:

Filing of the Articles	\$250.00	
Certified Copy of the Articles	52.50	CM
Registered Agent	35.00	

Please return the certified copy of the Articles to the undersigned via regular mail.

Very truly yours,

  
Gatha Kennedy Milhorn  
Corporate Paralegal

GKM:gmk  
Enclosures

FILED  
98 DEC - 8 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 25, 1998

GATHA KENNEDY MILHORN  
ABEL, BAND, RUSSELL, COLLIER ET AL  
P.O. BOX 49948  
SARASOTA, FL 34230-6948

SUBJECT: NICKERSON BROTHERS, L.L.C.  
Ref. Number: W98000026615

FILED  
90 DEC -8 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for NICKERSON BROTHERS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 598A00056545

ARTICLES OF ORGANIZATION

OF

NICKERSON BROTHERS, L.L.C.,

a Florida limited liability company

ARTICLE I  
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

NICKERSON BROTHERS, L.L.C.

ARTICLE II  
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE II  
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles, Chapter 608 of the Florida Statutes, or under the Operating Agreement of the Members. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

FILED  
93 DEC -8 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III  
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

3206 Steve Roberts Spec Road  
Zolfo Springs, Florida 33890

ARTICLE IV  
INITIAL REGISTERED AGENT/OFFICE

The Limited Liability Company's registered office and its initial registered agent shall be:

Joe D. Nickerson

3206 Steve Roberts Spec Road  
Zolfo Springs, Florida 33890

ARTICLE V  
ADMITTANCE OF NEW MEMBERS

No new Member shall be admitted without the prior written consent of more than fifty percent (50%) in interest of all Members. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Limited Liability Company's Operating Agreement, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

ARTICLE VI  
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by more than fifty percent in interest of the members. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

Joe D. Nickerson

3206 Steve Roberts Spec Road  
Zolfo Springs, Florida 33873

Chris R. Nickerson

3206 Steve Roberts Spec Road  
Zolfo Springs, Florida 33873

ARTICLE VII  
INDEMNIFICATION

The Limited Liability Company shall indemnify the Managers and Members to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a majority of the Members.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 16th day of November, 1998.

WITNESSES:

Constance Crew  
Print Name Constance Crew

Joe D. Nickerson  
Joe D. Nickerson

Margaret Ryan  
Print Name Margaret Ryan

Carol Johnson  
Print Name CAROL Johnson

Chris R. Nickerson  
Chris R. Nickerson

Donna T. Dinson  
Print Name DONNA T. DINSON

"MANAGING MEMBERS"

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the Limited Liability Company is:

NICKERSON BROTHERS, L.L.C.

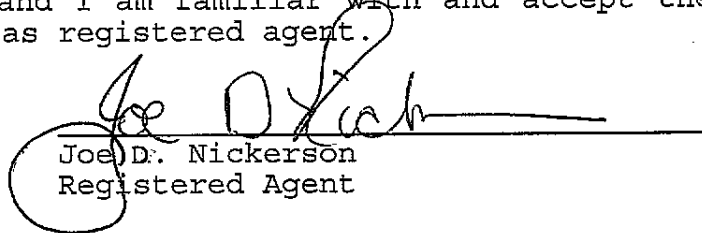
2. The name and the Florida street address of the registered agent are:

Joe D. Nickerson

3206 Steve Roberts Spec Road  
Zolfo Springs, Florida 33890

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 11/16/98

  
\_\_\_\_\_  
Joe D. Nickerson  
Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

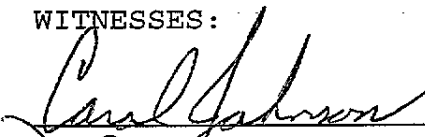
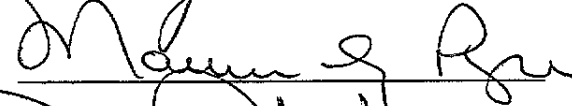

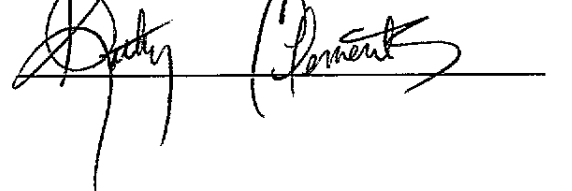
AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS

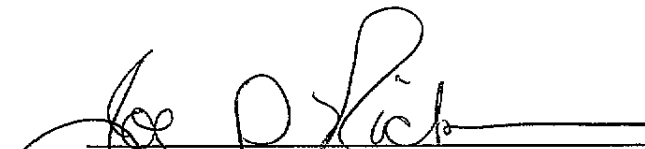
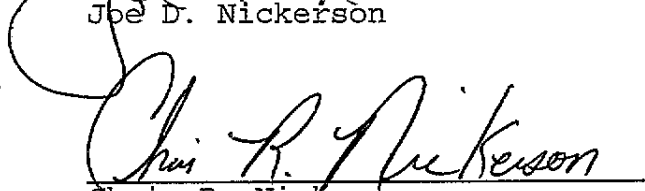
BEFORE ME, the undersigned Notary Public, personally appeared Joe D. Nickerson and Chris R. Nickerson, as Managing Members of NICKERSON BROTHERS, L.L.C., a Florida limited liability company, hereinafter referred to as "Limited Liability Company," who, upon being duly sworn, certified as follows:

1. The amount of the actual capital contributions of the members of the Limited Liability Company is \$200,000.00.
2. The amount of property and capital contributions of the members of the Limited Liability Company anticipated is \$500,000.00.
3. The Limited Liability Company has at least one (1) member.
4. The agreed value of property contributed is \$300,000.00.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

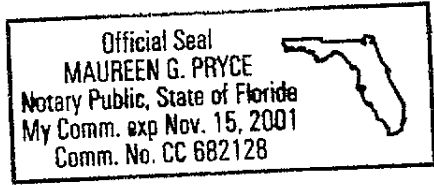
WITNESSES:

  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
Joe D. Nickerson  
  
\_\_\_\_\_  
Chris R. Nickerson

"MANAGING MEMBERS"

The foregoing instrument was acknowledged before me, this 16th day of November, 19 98, by Joe D. Nickerson and Chris R. Nickerson, as Managing Members of NICKERSON BROTHERS, L.L.C., a Florida limited liability company, who are personally known to me and who did not take an oath.



Maureen G. Pryce  
Notary Public  
Print Name Maureen G. Pryce



NICKERSON BROTHERS, L.L.C.  
PROPERTY DESCRIPTION

A portion of Section 28, Township 34 South, Range 26 East, Hardee  
County, Florida.

(CLG:gkm\2023-3\306329)