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July 22, 1997

Secretary of the State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
97 JUL 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: German Florida Citrus, L.C.

700002249697--3
-07/28/97--01164--001
*****52.50 *****52.50

Dear Sir:

Enclosed you will find an original and one copy of the Amended And Restated Articles of Incorporation in the above-referenced matter for filing with the Secretary of the State of Florida. Also enclosed is our firm's check made payable to the Secretary of the State in the amount of \$52.50 in payment of the filing fee.

Please acknowledge said filing by returning a filed copy of same to me in the enclosed self-addressed, stamped envelope.

If you should have any questions, please do not hesitate to contact me at the above listed toll free number. Thank you for your assistance in this matter.

Very truly yours,

Stuart A. Thompson

SAT/csg
Enclosures

NAPLES/0065344.01

UNANIMOUS ACTION TAKEN BY THE MEMBERS
OF
GERMAN-FLORIDA CITRUS, L.C.

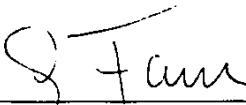
The following constitutes the documentation of action by all of the Members of GERMAN-FLORIDA CITRUS, L.C., a Florida limited company (hereinafter referred to as "GFCLC"), as evidenced by the signatures below. Upon motion duly made, it was unanimously agreed and carried as follows:

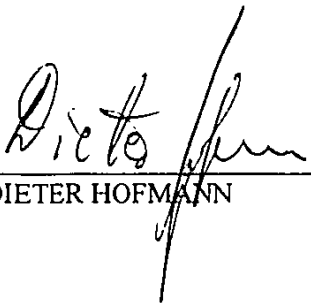
BE IT RESOLVED THAT the Articles of Organization be amended and restated to read as set forth in Exhibit A, attached, effective upon filing with the Florida Department of State;

BE IT FURTHER RESOLVED THAT Klaus Kunkel be, and he hereby is, authorized and directed to take all actions and execute all documents on behalf of GFCLC necessary or appropriate in furtherance of the foregoing resolution.

Dated as of this 24th day of May, 1997.


KLAUS KUNKEL


GÜNTER FANTA


DIETER HOFMANN

NAPLES/38493 01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

GERMAN-FLORIDA CITRUS L.C.

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

GERMAN-FLORIDA CITRUS, L.C.

[These Amended and Restated Articles of Organization have been duly adopted by the members of German-Florida Citrus, L.C. and are being filed in accordance with Fla. Stat. §608.411(6) in order to amend and restate the original Articles of Organization which were filed on October 17, 1991 with the Department of State.]

I. NAME

The name of the limited liability company is GERMAN-FLORIDA CITRUS, L.C.

II. PERIOD OF DURATION

The limited liability company shall continue in existence for thirty (30) years from the date of filing of these Articles of Organization with the Department of State, unless sooner dissolved.

III. PURPOSE OF ORGANIZATION

This limited liability company is organized for the purpose of owning, leasing and mortgaging land in the State of Florida, and for the purpose of growing, harvesting and marketing a variety of citrus products, and undertaking all activities related thereto.

IV. ADDRESS OF PLACE OF BUSINESS

The address of the limited liability company's place of business in the State of Florida is 1490 Highway 64 West, Wauchula, Florida 33873.

V. INITIAL REGISTERED AGENT

The initial registered agent is Klaus Kunkel, 1490 Highway 64 West, Wauchula, FL 33873.

VI. CASH AND PROPERTY CONTRIBUTED

The total amount of property to be contributed by each member shall be at least 1/60 of one parcel located in sections 10, 11, 14, or 15, township 34 south, range 24 east, Hardee County Florida.

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VII. ADDITIONAL CONTRIBUTIONS OF MEMBERS

Additional contributions may be required of members in amounts not to exceed \$100 per membership unit, but only upon the affirmative vote of 2/3 of the membership units then outstanding.

VIII. ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon the prospective member's (1) evidencing ownership of at least 1/60 of one parcel located in sections 10, 11, 14, or 15, township 34 south, range 24 east, Hardee County, Florida and conveying that ownership to the limited liability company; and (2) receiving the approval of at least 2/3 of the membership units then outstanding. In addition, membership units may be transferred to other members or within a member's immediate family without requiring the consent of the members. Any other transfers shall require the approval of at least 2/3 of the membership units then outstanding.

IX. RIGHT TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue to do the business of the company upon 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 limited liability company.

X. MANAGEMENT

The company is managed by its members. The following members are elected to serve as managing members until the first annual meeting of the members next following this amendment or until their successors are elected and qualified:

Klaus Kunkel
1490 Highway 64 West
Wauchula, FL 33873

Dieter Hofmann
Rechtenbacherstr. 40
D-97801 Lohr/Main
Germany

Günter Fanta
Dorfstr. 60
D-97753 Karlstadt-Rohrbach
Germany

XI. RESTRICTIONS ON MANAGEMENT

The managing members shall not have the authority to sell or mortgage real estate which is the property of the company unless the action has been authorized by an affirmative vote of at least 2/3 of the membership units then outstanding at a regular meeting of the members or a meeting duly called for that purpose.

XII. WITHDRAWAL FROM THE COMPANY

A member may withdraw from the company at any time. However, a withdrawing member's membership units are subject to repurchase at 80% of their fair market value, as determined by an appraisal, and the members may impose other restrictions as well.

XIII. VOTING

Voting on all issues brought before the membership shall be based on membership units and not on the size of each member's capital account.

XIV. POWER TO ADOPT, ALTER, AMEND OR REPEAL REGULATIONS

The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of this company.

113968

Requestor's Name
 EDWARD A. KEMEN
 Attorney At Law
 725 N. Magnolia Ave.
 OPUNDO, FL 32803

City/State/Zip Phone #

800002256158--5
 -08/04/97--01061--003
 *****35.00 *****35.00

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 TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS AUG 14 1997

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Examiner's Initials	
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ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution.

FIRST

The name of the corporation: FLORIDA LEATHER COMPANY.

SECOND

The names and addresses of the current officers and directors are:

HELEN B. TETENBAUM
1238 LAKE WILLISARA CIRCLE
ORLANDO FL 32806

OSCAR TETENBAUM
1238 LAKE WILLISARA CIRCLE
ORLANDO FL 32806

THIRD

The shareholders of the corporation are

HELEN B. TETENBAUM
1238 LAKE WILLISARA CIRCLE
ORLANDO FL 32806

OSCAR TETENBAUM
1238 LAKE WILLISARA CIRCLE
ORLANDO FL 32806

and this dissolution was authorized and approved by both shareholders on JUNE 30, 1997.

FOURTH

[CHECK ONE]

All debts, obligations and liabilities of the corporation have been paid.

OR

Adequate provision has been made for the payment of all debts, obligations and liabilities of the corporation.

FIFTH

[CHECK ONE]

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

OR

No property remained for distribution to the shareholders after applying it to the payment of liabilities and obligations of the corporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIXTH

[CHECK ONE]

X There are no actions pending against the corporation in any court.

OR

_____ Adequate provision has been made for the payment of all debts, obligations and liabilities of the corporation.

SEVENTH

[CHECK ONE AND ATTACH APPROPRIATE DOCUMENTATION]

_____ The corporation elected to dissolve by written consent of all shareholders. A copy of the written consent to dissolve is attached. The written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

OR

X The corporation has elected to dissolve by act of the corporation. A copy of the corporate resolution to dissolve is attached. Such resolution was adopted by the shareholders of the corporation on JUNE 30, 1997.

DATED: June 30, 1997.

FLORIDA LEATHER COMPANY

By: Helen B. Tetenbaum
HELEN B. TETENBAUM

By: Oscar Tetenbaum
OSCAR TETENBAUM
President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared OSCAR TETENBAUM and HELEN B. TETENBAUM to me well known to be the persons who executed the foregoing Articles of Dissolution and acknowledged before me, according to the law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 30 day of June 1997.

NOTARY PUBLIC, STATE OF FLORIDA

[NOTARY RUBBER STAMP/SEAL]

Sign: [Signature]
Print: Edward A. Kerben

Filing Fee: \$35.00
Certified Copy: \$52.50 (Optional)



Edward A. Kerben
MY COMMISSION # CC574802 EXPIRES
September 19, 2000
BONDED THROUGH TROY FAUN INSURANCE, INC.

**CORPORATE RESOLUTION
DISSOLUTION OF CORPORATION**

The undersigned, being all of the officers, directors and shareholders of the corporation, FLORIDA LEATHER COMPANY, a corporation duly organized and existing under and by virtue of the Laws of Florida, do hereby certify that at a meeting of the Board of Directors, Officers and Shareholders of said Corporation, duly called and held at 1238 LAKE WILLISARA CIRCLE, ORLANDO FL 32806, on the 30TH day of JUNE, 1997, at which meeting the following resolution was adopted:

"WHEREAS, the shareholders, officers and directors of the corporation have elected to voluntarily dissolve the corporation on JUNE 30, 1997, pursuant to the Articles of Dissolution, a copy of which is attached."

"NOW, THEREFORE, BE IT RESOLVED that the officers and directors are hereby authorized and instructed to make application for and to do whatever may be necessary and appropriate to execute said all documents related to said dissolution fo the corporation and are further authorized and directed to execute in the name and on behalf of this corporation such documents as may be necessary or proper to carry into effect this Resolution."

We further certify that the meeting of the Board of Directors and Officers at which the foregoing Resolution was adopted was regularly called and held in accordance with the Charter and By-Laws of said Corporation, and that said Resolution has not been rescinded or countermanded by the Board of Directors.

SIGNED, SEALED and DELIVERED at Orlando, Orange County, Florida, this 30 day of June, 1997.

By: *Oscar Tetenbaum*
OSCAR TETENBAUM
President/Treasurer/Director
Shareholder

By: *Helen B. Tetenbaum*
HELEN B. TETENBAUM
Secretary/Director
Shareholder

CORPORATE SEAL:

THE ABOVE ARE ALL OF THE OFFICERS, DIRECTORS AND SHAREHOLDERS OF THE CORPORATION.