

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*International Fruit & Vegetable
LLC.*

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****160.00 ****160.00

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2nd*

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<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
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<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	SECRETARY OF STATE TALLAHASSEE, FLORIDA 00 FEB -1 PM 4:03
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input checked="" type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	APPROVED AND FILED
<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	<i>JB 2-1-00</i>
<input type="checkbox"/>	Courier	

Signature _____

Requested by: *CD* *2-1-00* *11:00*
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
INTERNATIONAL FRUIT & VEGETABLE, L.L.C.**

The following have associated themselves for the purposes 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:

1. BRIAN D. STORK; and
2. JDS PARTNERS, a Texas Partnership

The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company is **INTERNATIONAL FRUIT & VEGETABLE, L.L.C.**

ARTICLE II

Address

The initial street address and mailing address of the principal office of the limited liability company is:

601 U.S. Highway #1
Vero Beach, FL 32962

ARTICLE III

Term

The term of the limited liability company shall begin upon the filing of the Articles of Organization with the Department of State of Florida and shall continue until December 31, 2025, unless its existence is sooner terminated pursuant to the Members' Regulations, unless extended by a unanimous vote of the Members.

601 U.S. Highway #1
Vero Beach, FL 32962
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Vero Beach, FL 32962

APPROVED
FOR
FILING

ARTICLE IV

Management

The limited liability company is to be managed by a manager and the name and address of such manager is:

BRIAN D. STORK
601 U.S. Highway #1
Vero Beach, FL 32962

The named manager shall serve until successors are elected and qualified pursuant to the Members' Regulations.

ARTICLE V

Registered Agent

The Registered Agent for the service of process with the State shall be RICHARD L. KIMES, and the address for the Registered Agent is 601 U.S. Highway #1, Vero Beach, FL 32962. A Certificate of Designation of Registered Agent/Registered Office is attached hereto.

ARTICLE VI

Admission of Additional Members

The Members have the right to admit additional members by unanimous approval of all Members, provided the additional members have met the requirements of and been approved by the Members' Regulations.

ARTICLE VII

Members Rights to Continue Business

Upon 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 upon unanimous consent of such remaining Members, provided the consent is obtained within ninety (90) days of the occurrence of one of the above events. If the necessary consents of the Members is not obtained, then, the limited liability company shall be dissolved, liquidated and terminated pursuant to the Members Regulations.

ARTICLE
AND
FILE
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SOCIAL SECURITY
TAXATION
FEDERAL
REVENUE
DEPARTMENT

ARTICLE VIII

Adoption of Regulations

The Members hereby adopt the initial Regulations for the purpose of defining the operation procedures of the limited liability company.

Executed by the undersigned at Vero Beach, Indian River County, Florida, on the 20th day of January, 2000.

MANAGING MEMBER:


BRIAN D. STORK

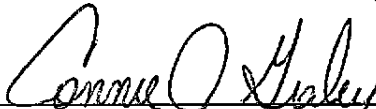
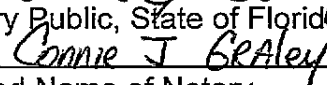
STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

BEFORE ME, an officer duly authorized to take acknowledgments, personally appeared BRIAN D. STORK, known to me and/or who produced _____ as identification, and he acknowledge before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and seal in the county and state last aforesaid this 20th day of January, 2000.



Connie J. Graley
MY COMMISSION # CC830824 EXPIRES
April 27, 2003
E AGENCY THRU TROY FAIN INSURANCE, INC


Notary Public, State of Florida

Printed Name of Notary
My Commission Expires:

AFFIDAVIT
AND
RETURN
09 FEB - 1 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

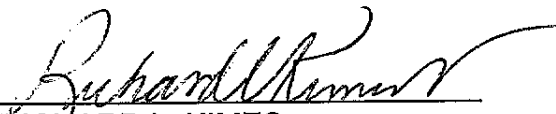
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, 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: **INTERNATIONAL FRUIT & VEGETABLE, L.L.C.**
2. The name and street address of the registered agent and office is:

**RICHARD L. KIMES
601 U.S. Highway #1
Vero Beach, FL 32962**

Having been named as Registered Agent and 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 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.

By:  Jan 17, 2000
RICHARD L. KIMES (Date)

00FFS-1 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
JAN 17 2000