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CORPORATE ACCESS, INC.

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1.) Grimes Produce Company, LLC
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF ORGANIZATION

OF

GRIMES PRODUCE COMPANY, LLC

We, the undersigned, who intend to form and create a Limited Liability Company, as defined in Section 608 of the Florida Statutes, do hereby state and certify the following:

Name of Limited Liability Company

The name of the Limited Liability Company shall be Grimes Produce Company, LLC.

Location of Company Office, Mailing Address, and Designation of Registered Agent

The principal office of the company is located at 3137 Paul Buchman Highway, Plant City, Florida 33565. The mailing address is 3137 Paul Buchman Highway, Plant City, Florida 33565. The registered agent is Charles G. Grimes whose address is 3137 Paul Buchman Highway, Plant City, Florida 33565.

Purpose of Company

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608 of the Florida Statutes or any successor statute.

Duration of Company

The company shall have a perpetual existence.

Units of Ownership

The maximum number of units of equity ownership which the company is authorized to have outstanding is 1,000 units.

Composition of Management

The management of the company will be vested in a single manager, who may be a Member of the company, designated in accordance with the terms of the company's Operating Agreement. The initial manager shall be Charles G. Grimes whose address is 3137 Paul Buchman Highway, Plant City, Florida 33565.

Indemnification

(A) The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more Members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the Member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such Member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the Members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

Initial Membership of the Limited Company

Charles G. Grimes
3137 Paul Buchman Highway
Plant City, Florida 33565

Betty J. Grimes
3137 Paul Buchman Highway
Plant City, Florida 33565

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Amendments to the Articles

These Articles may be amended at any time in the manner provided for in the Operating

Agreement in effect at the time of the amendment. Such amendment shall be promptly filed with the Secretary of the State of Florida in accordance with the statutory requirements for a Limited Liability Company.

Acknowledgment

IN WITNESS WHEREOF, we have subscribed these Articles of Organization this 25th day of April, 2000.

Witness

Charles G. Grimes

Witness

Witness

Betty J. Grimes

Witness

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, the undersigned authority, this 25th day of April, 2000, by Charles G. Grimes who is personally known to me or who has produced _____ as identification.

REBECCA C. BUCHANAN
MY COMMISSION EXPIRES
MARCH 17, 2001
#CC 605609
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

Printed Name: Rebecca C Buchanan
Notary Public
State of Florida at Large
My Commission Expires: 3-17-01

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, the undersigned authority, this 25th day of April, 2000, by Betty J. Grimes who is personally known to me or who has produced _____ as identification.

Rebecca C Buchanan

Printed Name: Rebecca C Buchanan
Notary Public
State of Florida at Large
My Commission Expires: 3-17-01

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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 Grimes Produce Company, LLC.

2. The name and address of the registered agent and office is:

Charles G. Grimes
3137 Paul Buchman Highway
Plant City, Florida 33565

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place indicated 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.

Charles G. Grimes

Charles G. Grimes

Date: April 25, 2000