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Courthouse Box 113 (SLC)

^{30th}
June 29, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***155.00 ***155.00

RE: Sunrise Trading Company, L.L.C.

Ladies:

Enclosed herewith please find the following:

1. Original Articles of Organization to be filed with the Secretary of State
2. This firm's check in the amount of \$ 155.00 which represents the Filing Fee with the Secretary of State and the fee for a certified copy to be returned.

FILED
00 JUL 3 10
TALLAHASSEE, FLORIDA

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7/7

If you should have any questions, do not hesitate to contact me at your earliest convenience.

Very truly yours,

Robert J. Gorman
RJG/KJB
Enclosures

Articles of Organization of SUNRISE TRADING COMPANY, L.L.C.

The undersigned hereby enter into these Articles of Organization of a Limited Liability Company, by and between Rue Lane Brown, Jr., and Peter D. Spyke, and pursuant to Chapter 608, Florida Statutes, hereby organize SUNRISE TRADING COMPANY, L.L.C. and further agree:

ARTICLE I

The name of the Limited Liability Company is SUNRISE TRADING COMPANY, L.L.C.

ARTICLE II

The period of its duration shall be for thirty (30) years from the earlier of the date of filing of these Articles of Organization with the Florida Department of State or July 15, 2000.

ARTICLE III

The Limited Liability Company is organized for the purposes as follows:

- (a) To engage generally in the business of wholesaling agricultural fertilizers, chemicals, apparatus, and components;
- (b) To engage in the business of sale and export of agricultural fertilizers, chemicals and apparatus;
- (c) To deal generally with by purchase and sale with manufacturers, producers, packagers;
- (d) To perform fully any agreement with any member of the Limited Liability Company or among members of the LLC;
- (e) To have all of the powers of Limited Liability Companies generally organized and existing under Chapter 608, Florida Statutes or such powers as shall hereafter be conferred upon such companies by the laws of the State of Florida.

ARTICLE IV

The Limited Liability Company may have more than one place of business but its registered office shall be 13300 Okeechobee Road, Fort Pierce, Florida 34945. Its initial registered agent shall be Peter D. Spyke at 13300 Okeechobee Road, Fort Pierce, Florida 34945. The principal address is 13300 Okeechobee Road, Fort Pierce, Florida 34945.

ARTICLE V

The total amount of cash and agreed upon value of property other than cash contributed to the Company is as follows:

| | |
|--------------------------|--|
| Cash | \$2,000.00 (\$1,000.00 from each member) |
| Receivables | \$ |
| Agreed Value of Property | \$ |
| (Property consists of | |

Additional contributions are not contemplated or required.

ARTICLE VI

Additional members may be admitted upon such terms, conditions, agreements and understandings as shall be agreed upon by the members including contributions to capital, future contributions of capital. No new member whether by acquisition of a capital position or acquisition in whole or in part of another member's interest in the Company shall be allowed except upon the mutual consent and agreement of each member to the proposed transfer or assignment or entry which consent shall be in writing; provided, however, that even lacking such unanimous written consent, such transferee may, without having any participation or right of participation in the management and affairs of the Company or to become a member with full rights, shall be entitled to the share of profits or other income or return of contributions to which such personal would otherwise be entitled based upon the proportionate share of capital of such person.

ARTICLE VII

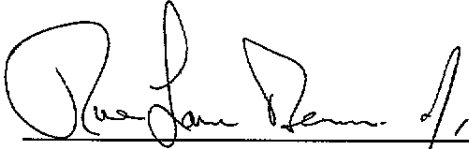
Upon the death, retirement, resignation, bankruptcy, expulsion or dissolution of a member which is a corporate association or trust, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue business unless a majority in interest of all of the remaining members determine, in writing, to terminate the Company, in which event Articles of Dissolution shall

shall continue business unless a majority in interest of all of the remaining members determine, in writing, to terminate the Company, in which event Articles of Dissolution shall be prepared and filed.

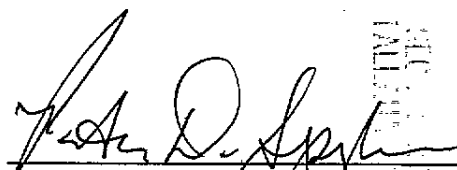
ARTICLE VIII

The Company shall be managed by a manager or managers which shall be selected by the members on an annual basis and which manager or managers shall continue in such capacity until their successor(s) are duly elected and qualified and assume their duties. The initial co-managers who shall serve until the first annual meeting of or until their successor is elected and qualified is: Peter D. Spyke at 13300 Okeechobee Road, Fort Pierce, Florida 34945 and Rue Lane Brown, Jr., 1030 Grandview Blvd., Fort Pierce, Florida 34982.

IN WITNESS WHEREOF the undersigned have set their hands and seal this 29th day of June, 2000.



Member-Rue Lane Brown, Jr.



Member-Peter D. Spyke

STATE OF FLORIDA

COUNTY OF ST. LUCIE

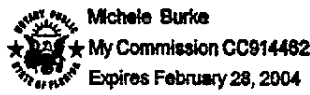
BEFORE ME, the undersigned authority, personally appeared RUE LANE BROWN, Jr., who is personally known to me or has produced a _____ Driver's license as identification, and who did did not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 29th day of June, 2000.

My Commission Expires:



Notary Public



STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared PETER D. Spyke, who is personally known to me or has produced a _____ Driver's license as identification, and who did did not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 29th day of June, 2000.

My Commission Expires:

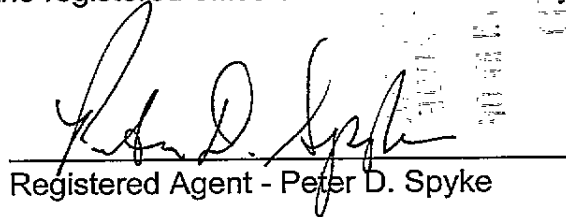

Notary Public



Michele Burke
My Commission CC914482
Expires February 28, 2004

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the Registered Agent for SUNRISE TRADING COMPANY, L.L.C., and as agent to accept service of process of such limited liability company, at the place designated in Article IV, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said limited liability company, open.


Registered Agent - Peter D. Spyke