

LO0000008902

CHAPIN, ARMSTRONG & BALLERANO

ATTORNEYS AT LAW
1201 GEORGE BUSH BOULEVARD
DELRAY BEACH, FLORIDA 33483-7203

TELEPHONE (561) 272-1225
TELECOPIER (561) 272-4442
E-MAIL saucamp@chapin-law.com

ROBERT D. CHAPIN *
DAVID G. ARMSTRONG *
JAMES A. BALLERANO, JR.
STEPHEN J. AUCAMP

LEGAL ASSISTANTS

FAYE A. WILLIAMS
CYNTHIA C. SEAMAN
MICHELE C. D'ALESSANDRO

* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES AND
FELLOW, AMERICAN COLLEGE OF
TRUST AND ESTATE COUNSEL

July 17, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000003330050--0

-07/20/00--01078--010

****150.00 ****125.00

\$150.00

Re: Old-Agros LLC

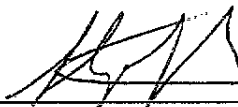
Gentlemen:

I am enclosing the following documents relating to the conversion of Old-Agros LLC, an Arkansas limited liability company, to a Florida limited liability company:

1. Certificate of Conversion of Old-Agros LLC.
2. Articles of Organization of Old-Agros LLC.
3. Check in the amount of \$150.00 representing the \$100 filing fee for the Articles of Organization, the \$25 filing fee for the Registered Agent Designation and the \$25 filing fee for the Certificate of Conversion.

Please call me if you have any questions or need any additional information. Otherwise, please send me documentation indicating that Old-Agros LLC has been converted to a Florida limited liability company.

Very truly yours,



Stephen J. Aucamp

SJA/bhs
Enclosures

cc: Thomas F. Scannell, III

H:\DATA\WP6DATA\JAB\SCANNELL\OLDAGROS\CORPDEPT.LTR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 20 PM 2:25

FILED

4/7/26

Sp

CERTIFICATE OF CONVERSION

OF

OLD-AGROS LLC

ARTICLE I.

The name of the business immediately prior to filing this document was OLD-AGROS LLC, an Arkansas Limited Liability Company.

ARTICLE II.

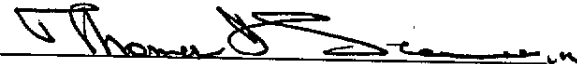
The date on which and the jurisdiction in which the business was first created or otherwise came into being are:

- A. Date: July 22, 1997
- B. Jurisdiction: The State of Arkansas

ARTICLE III.

The name of the limited liability company as set forth in the attached Articles of Incorporation is OLD-AGROS LLC.

FILED
00 JUL 20 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA


THOMAS F. SCANNELL, III,
as President of Staysail, Inc.,
general partner of Providentia
Limited Partnership

ARTICLES OF ORGANIZATION

OF

OLD-AGROS LLC

A Limited Liability Company

ARTICLE I

Name

The name of this Limited Liability Company shall be OLD-AGROS LLC.

ARTICLE II

Purpose

The primary purposes of the LLC shall be and the LLC shall have power to engage in the acquisition, ownership, financing, leasing, or otherwise utilization of agricultural lands, improvements, fixtures and equipment, and to engage in general farming, production of crops, financing crops, selling farm products, participating in government subsidy and other programs, all related activities and for all other purposes (except as a professional service provider) as authorized by Chapter 608 of the Florida Statutes.

ARTICLE III

Principal Office

The principal office of the limited liability company is: 3345 Oleander Way, Gulf Stream, Florida 33483.

ARTICLE IV

FILED
00 JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Registered Office and Agent

The name and address of the registered agent of the LLC is: Thomas F. Scannell, III, 3345 Oleander Way, Gulf Stream, Florida 33483.

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


THOMAS F. SCANNELL, III

FILED
00 JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

Management

The LLC is a manager-managed company and will be managed by THOMAS F. SCANNELL, III for so long as he is willing and able to render management services. In the event, for any reason, he ceases to act as manager then MARY CUDAHY SCANNELL will be the manager for so long as she is willing and able to render management services.

Such designated managers may be replaced only by unanimous vote of all members. In the event neither named manager is willing and able to serve then the members shall select a manager, by unanimous vote, or in the alternative, management will be rendered by act of a majority of the members (by number and not by percentage of ownership).

So long as management is provided by a manager designated herein, title to real estate owned by the LLC, or interest therein, may be only transferred by the manager of the LLC, for any purpose,

except for distribution at termination of the LLC.

ARTICLE VI

Restriction on Assignability of Interests

No member's interest or part thereof may be assigned in whole or in part without the written consent of all members and in no event shall an assignee of a member's interest or part thereof become a member of the company or be entitled to participate in the company in any way without the written consent of all members. Gifts or other transfers of interests from the initial member to persons related to him within two degrees of consanguinity and shall not be considered as "assignments" and shall not be prohibited under this article.

ARTICLE VII

Dissolution

The latest date upon which the LLC will dissolve is December 31, 2016, at twelve noon. It may also be dissolved at an earlier time upon the entry of a decree of judicial dissolution by a court of competent jurisdiction.

The LLC will not dissolve upon the death of a member, the bankruptcy of a member or upon the court declared incompetency of a member, unless all other members, joined by the personal representative of the deceased or incompetent member, shall consent to dissolution in writing.

ARTICLE VIII

Operating Agreement

Members of the LLC will enter into an operating agreement, to be maintained at the

FILED
NO JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

registered office, and may amend such agreement from time to time as they deem appropriate.

Executed and dated this 17 day of July, 2000.

OLD-AGROS LLC

By: Thomas F. Scannell, III
THOMAS F. SCANNELL, III
as President of Staysail, Inc.
general partner of Providentia
Limited Partnership

ACKNOWLEDGMENT

STATE OF FLORIDA

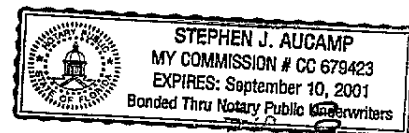
COUNTY OF PALM BEACH

On this day, personally appeared before me, **THOMAS F. SCANNELL, III**, as Member and Manager of OLD-AGROS LLC, being well known to me to be the person whose name is subscribed to the within instrument and acknowledged that he had executed the same for the purposes therein contained.

WITNESS my hand and official seal this 17 day of July, 2000.

Stephen J. Augamp
NOTARY PUBLIC

H:\DATA\WP6\DATA\UAB\SCANNELL\ORGANIZE.ART



FILED
JUL 20 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA