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TODD WATSON
ATTORNEY AT LAW

SUITE 107
7785 BAYMEADOWS WAY
JACKSONVILLE, FLORIDA 32256

TELEPHONE (904) 739-9747
FACSIMILE (904) 739-9748

August 3, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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****177.50 ****155.00

Re: Philman's Farms Limited Liability Company

Dear Sir:

Enclosed are the original Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above referenced limited liability company. Also enclosed is our check in the amount of \$177.50 which represents the \$125.00 filing fee and the \$52.50 fee for a certified copy of the Articles of Organization.

Please file the Articles of Organization, certify and return the copy. Please contact our office if you should have any questions concerning this matter.

Sincerely,



Ginger Cassada
Legal Assistant

Enclosure
/gc

PHILMAN'S FARMS LLC COVER LETTER TO SEC OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PHILMAN'S FARMS LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be Philman's Farms Limited Liability Company.

ARTICLE 2.0

The period of its duration may not exceed 30 years from the date of filing with the Department of State.

ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business and mailing address of the Limited Liability Company shall be 3471 N.W. 57th Trail, Bell, Florida, 32619.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may continue the business on 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.

ARTICLE 7.0

The Limited Liability Company shall be managed by Managers and names and addresses of the initial Mangers are as follows:

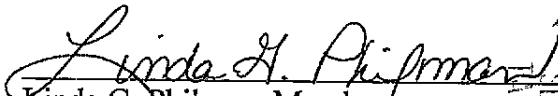
Keith L. Philman
3471 N.W. 57th Trail
Bell, FL 32619

Linda G. Philman
3471 N.W. 57th Trail
Bell, FL 32619

I. J. Philman
3471 N.W. 57th Trail
Bell, FL 32619

Earline W. Philman
3471 N.W. 57th Trail
Bell, FL 32619

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization.


Linda G. Philman, Member

STATE OF FLORIDA
COUNTY OF Gulchrist

The foregoing instrument was acknowledged before me this 3rd day of July, 2000, by Linda G. Philman, who has produced Florida Driver's License Number P455-526-54-882-0, as identification.



Signature of Notary Public

Notary's Seal:



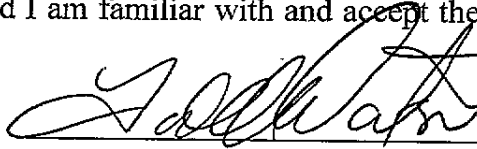
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Philman's Farms Limited Liability Company.

2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.


Registered Agent

Dated: 7/12/2000

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA