



JOHN M. LUTHER
PRESIDENT

L00000010246

GRACEWOOD FRUIT COMPANY

P. O. BOX 370

1626 90th AVENUE

VERO BEACH, FLORIDA 32961-0370

PHONE (561) 567-1151

FAX (561) 567-2719

August 17, 2000

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Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Article of Organization for Florida Limited Liability Company

Dear Sir or Madam:

Enclosed for filing with your office is one (1) executed original of Articles of Organization for Gracewood Trading Company LLC. Also enclosed is a check in the sum of \$155 for the following required fees:

\$100.00	Filing Fee
\$ 25.00	Designation of Registered Agent; and
\$ 30.00	Certified Copy

Upon filing of the Article of Organization, please forward the Certified Copy of the same, along with your letter of acknowledgement, to the undersigned as follows:

Mr. John M. Luther
Belair Packing House Joint Venture
1626 - 90th Avenue
Vero Beach, FL 32966

FILED
20 AUG 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	My daytime telephone number is 561-567-1151. Thank you for your attention to this matter.
Availability	
Document	Very truly yours,
Examiner	DCC
Signature	<i>John M. Luther</i>
Printer	John M. Luther
Signature	DCC
Acknowledgement	DCC
V. P. Verifier	DCC

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I.-NAME:

The name of the limited liability company is Gracewood Trading Company LLC (the "Company").

ARTICLE II.-ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: 1626 90th Avenue, Vero Beach, Florida 32966.

**ARTICLE III.-REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent are: John M. Luther, 1626 90th Avenue, Vero Beach, Florida 32966

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

Registered Agent: _____

Name: John M. Luther

John M. Luther

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV.-MANAGEMENT:

The Limited Liability Company is to be managed by the Member, as the sole member thereof and is, therefore, a manager-managed company.

ARTICLE V.-AUTHORITY:

The Member is the sole member of the Company and is the only person or entity authorized to act on behalf of, or to legally bind, the Company in any matter whatsoever.

ARTICLE VI.-EFFECTIVE DATE:

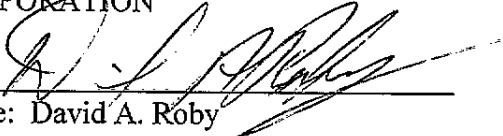
The effective date of the Limited Liability Company is the date of filing of these Articles of Organization with the Florida Department of State .

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

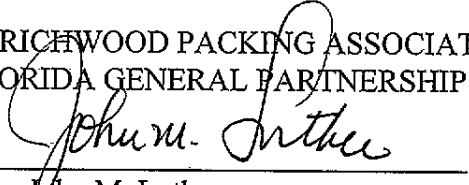
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of July 20, 2000.

BELAIR: BELAIR PACKING HOUSE JOINT VENTURE, A
FLORIDA GENERAL PARTNERSHIP

BY: THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY, A WISCONSIN
CORPORATION

By: 
Name: David A. Roby
Its: Authorized Representative

BY: RICHWOOD PACKING ASSOCIATES,
A FLORIDA GENERAL PARTNERSHIP

By: 
Name: John M. Luther
Its: General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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