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GRACEWOOD
TRADING COMPANY

John M. Luther
President

P.O. Box 370

1626 90th Avenue

Vero Beach, Florida 32961-0370

Phone (561) 567-1902
Fax (561) 567-2958

October 25, 2001

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*****25.00 *****25.00

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

Dear Sir or Madam:

Enclosed for filing with your office is one (1) executed original First Amendment to the Articles of Organization for Gracewood Trading Company LLC. Also enclosed is a check the amount of \$25 for the processing of the amendment.

L-10246

Upon filing the amendment, please forward a certified copy of the same, along with your letter of acknowledgment, to the undersigned as follows:

Mr. Gary M. Rust
Belair Packing House Joint Venture
1626 - 90th Avenue
Vero Beach, Florida 32966

Please contact us with any questions you may have regarding this matter.

Sincerely,

Gary M. Rust
Treasurer

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DIVISION OF CORPORATIONS
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**FIRST AMENDMENT TO ARTICLES OF ORGANIZATION FOR
GRACEWOOD TRADING COMPANY**

THIS FIRST AMENDMENT TO ARTICLES OF ORGANIZATION (the "Articles of Organization") FOR GRACEWOOD TRADING COMPANY (the "Company") is made as of the 17th day of October, 2001, by its sole member, BELAIR PACKING HOUSE JOINT VENTURE, a Florida general partnership (the "Member").

R E C I T A L S:

- A. The Member is the sole member of the Company, a limited liability company formed pursuant to Chapter 608 of the Florida Statutes;
- B. The Member filed with the Florida Secretary of State's office the Articles of Organization with respect to the creation of the Company as a Florida Limited Liability Company on August 21, 2000.
- C. The Member now desires to amend the Articles of Organization as herein set forth.

NOW, THEREFORE, in consideration of the mutual agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Member, intending to be legally bound, hereby agrees as follows:

1. Article IV.-Management of the Articles of Organization is hereby deleted in its entirety and the following is hereby inserted therein in its place and stead:

"ARTICLE IV-MANAGEMENT:

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

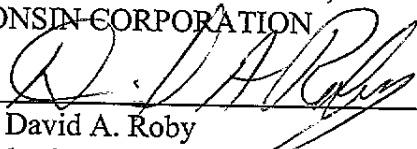
2. Except as hereby amended, all of the terms and provisions of the Articles of Organization shall remain unmodified and in full force and effect.
3. This First Amendment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same document. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

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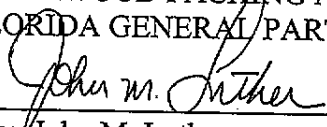
IN WITNESS WHEREOF, the Member has executed this First Amendment as of the date first written above.

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

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