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LAW OFFICES OF  
JOHN D. SPEAR  
SUNSHINE PROFESSIONAL CENTER  
9200 BONITA BEACH ROAD  
SUITE 404  
BONITA SPRING, FLORIDA 34135-4277  
www.JohnDSpear.com

JOHN D. SPEAR  
BOARD CERTIFIED REAL ESTATE ATTORNEY  
JAMES E. KERR

October 6, 2000

FILED  
OCT 10 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(941) 947-1102  
(941) 947-1055

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800003419768--3  
-10/09/00--01104--015  
\*\*\*\*160.00 \*\*\*\*160.00

RE: Bonita Chiquita, L.L.C.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Organization for the above-named proposed Florida limited liability company. Also enclosed is our check in the amount of \$160.00 representing payment of the following:

1. Filing Fee;
2. Registered Agent Designation;
3. Certified Copy; and
4. Certificate.

Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

*John D. Spear*

John D. Spear  
JDS/tt  
Enclosures  
cc: Mr. Anthony J. Biancaniello

200-13284  
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 17, 2000

JOHN SPEAR  
9200 BONITA BEACH ROAD, SUITE 204  
BONITA SPRINGS, FL 34135-4278

SUBJECT: BONITA CHIQUITA, L.L.C.  
Ref. Number: W00000025031

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TALLAHASSEE, FLORIDA

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We have received your document for BONITA CHIQUITA, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 000A00054434

**ARTICLES OF ORGANIZATION**

**OF**

**BONITA CHIQUITA, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I. NAME**

The name of the Limited Liability Company shall be **Chiquita, L.L.C.**

**ARTICLE II. ADDRESS**

The mailing address of the company shall be:

**185 Hillside Avenue  
Williston Park, NY 11596**

The street address of the principal office of the company shall be:

**25810 Hickory Blvd., Apt. E207  
Bonita Springs, FL 34134**

**ARTICLE III. DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is:

Anthony J. Biancaniello  
25810 Hickory Blvd., Apt. E207  
Bonita Springs, FL 34134

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as agreed to.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE, FLORIDA

ARTICLE VIII. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

Anthony J. Biancaniello  
185 Hillside Avenue  
Williston Park, NY 11596

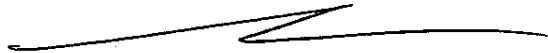
Elizabeth M. Biancaniello  
186 Whitehall Blvd.  
Garden City, NY 11530

Joseph H. Biancaniello  
186 Whitehall Blvd.  
Garden City, NY 11530

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TALLAHASSEE, FLORIDA

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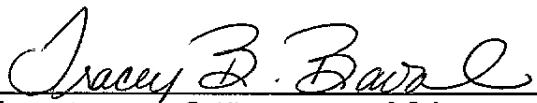
IN WITNESS WHEREOF, the undersigned organizer has made and  
subscribed these articles of organization at Williston Park, New  
York, on the 20 day of September, 2000.

  
ANTHONY J. BIANCANIELLO, Organizer

STATE OF NEW YORK

COUNTY OF NASSAU

Sworn to and subscribed before me this 20<sup>th</sup> day of September,  
2000, by Anthony J. Biancaniello, who is personally known to me or  
has produced \_\_\_\_\_ as identification.

  
Signature of Notary Public  
TRACEY B. BAVEL  
Printed Name of Notary Public

Commission Expires: TRACEY B. BAVEL  
Notary Public, State of New York  
No. 04870302267  
Commission Expires 2002

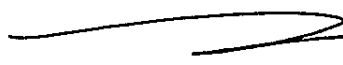
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of **Bonita Chiquita, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
**ANTHONY J. BIANCANIELLO**  
Registered Agent

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TALLAHASSEE, FLORIDA

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