



THE UNITED STATES
CORPORATION
COMPANY

L000000/4/45

ACCOUNT NO. : 072100000032

REFERENCE : 900981 4362770

AUTHORIZATION : Patricia Ryzb

COST LIMIT : \$ 155.00

ORDER DATE : November 16, 2000

ORDER TIME : 9:33 AM

ORDER NO. : 900981-005

CUSTOMER NO: 4362770

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CUSTOMER: Michael Male, Esq.
Michael H. Male, P.A.
Suite 303
3250 Mary Street
Miami, FL 33133

DOMESTIC FILING

NAME: FLORIDA JUICE INVESTORS,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
00 NOV 16 AM 9:49
SUFFICIENCY OF FILING

APPROVED
AND
FILED
00 NOV 16 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FLORIDA JUICE INVESTORS, LLC

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Limited Liability Company is Florida Juice Investors, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 777 E. Atlantic Avenue, Suite Z, Delray Beach, Florida 33483.

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence on the date of the filing of these Articles with the Department of State. The Limited Liability Company shall exist for twenty (20) years from the such date unless sooner terminated as provided herein.

ARTICLE IV
PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies organized in Florida.

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ARTICLE V
MANAGEMENT

The Limited Liability Company shall be managed by its members, and the name and address of the Managing Member is Dean B. McPhail, as Trustee under that certain Dean B. McPhail Recovable Living Trust dated May 1, 1997, 210 Ward Avenue, Suite 105, Honolulu, Hawaii 96814.

ARTICLE VI
ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Operating Agreement of the Limited Liability Company.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The rights of the remaining Members of the Limited Liability Company to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company shall be as provided in the Operating Agreement of the Limited Liability Company.



DEAN B. McPHAIL, as Trustee under that certain Dean B. McPhail Recovable Living Trust dated May 1, 1997

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is Florida Juice Investors, LLC.
2. The name and the Florida street address of the registered agent are:

Michael H. Male
3250 Mary Street, Suite 303
Miami, Florida 33133

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.

By. 

Print Name: Michael H. Male

Dated: ^{November} September 15, 2000

00 NOV 16 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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