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ACCOUNT NO. : 072100000032

REFERENCE : 917700 138285A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 155.00

ORDER DATE : December 4, 2000

ORDER TIME : 10:46 AM

ORDER NO. : 917700-005

CUSTOMER NO: 138285A

CUSTOMER: Bruce J. Sperry, Esq
Bruce J. Sperry, Pa

300003484403--2

Suite 1
1003 S. Alexander Street
Plant City, FL 33566

DOMESTIC FILING

NAME: RED RANCH, 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: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
60 DEC -4 PM 2:33
00 DEC -4 AM 11:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12400

ARTICLES OF ORGANIZATION
OF
RED RANCH, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be RED RANCH, L.C. ("Company"). The principal place of business of the Company in Florida shall be 2025 North Dover Road, Dover, Florida 33527, and the mailing address shall be Post Office Box 730, Plant City, Florida 33564.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2048, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop, farm, and manage agricultural real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is John G. Borchard, 2025 North Dover Road, Dover, Florida 33527.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
John G. Borchard	\$1,000.00
Jack Gresser	\$1,000.00

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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.

ARTICLE VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, insanity, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least (2) remaining members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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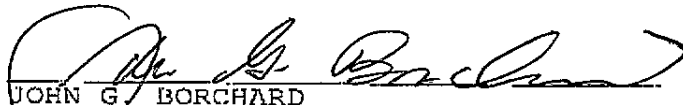
ARTICLE IX

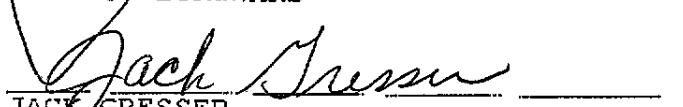
MANAGEMENT (MANAGEMENT BY MEMBERS)

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 names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
John G. Borchard	1000 Harbor Island Blvd. Unit 2302 Tampa, FL 33602
Jack Grosser	626 Vista Pacifica Circle Pismo Beach, CA 93449

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization for the foregoing uses and purposes this 29 day of November, 2000.


JOHN G. BORCHARD


JACK GRESSER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of November, 2000, by JOHN G. BORCHARD who declared his identity and who has produced his Driver's License as personal identification.



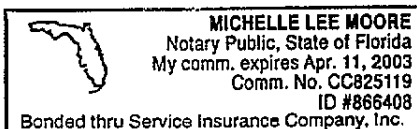
Michelle L Moore
Name: _____
Notary Public, State of Florida
My commission expires: 4-11-2003
My commission number: CC825119

00 DEC -4 PM 2:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th
day of November, 2000, by JACK GRESSER who declared his identity
and who has produced his Driver's License as personal
identification.



Michelle Lee Moore
Name: _____
Notary Public, State of Florida
My commission expires: 4-11-2003
My commission number: CC825119

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of
Organization of RED RANCH, L.C., as the registered agent of this
limited liability company, hereby consents to his appointment as
registered agent of the Company and agrees to act in this capacity
and agrees to comply with the laws of the State of Florida in all
respects.

John G. Borchard
JOHN G. BORCHARD, Registered Agent

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA