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ACCOUNT NO. : 072100000032

REFERENCE : 928747 10625A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Poynt

ORDER DATE : December 12, 2000

ORDER TIME : 3:45 PM

ORDER NO. : 928747-005

CUSTOMER NO: 10625A

CUSTOMER: John M. Lynn, Esq
Lynn & Hanson, P.a.

700003498227--5

2nd Floor
48 Ne 15th Street
Homestead, FL 33030

DOMESTIC FILING

NAME: HAPPY VALLEY FARMS, 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: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JB
12-15-00

00 DEC 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 12 PM 4:19
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION

OF

HAPPY VALLEY FARMS, 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 **HAPPY VALLEY FARMS, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be **31010 S.W. 212nd Avenue, Homestead, Florida 33030.**

ARTICLE III - PURPOSE

The company is organized for purposes as authorized by Chapter 608 of the Florida Statutes and these articles of organization.

ARTICLE IV - 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.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: **Sui Won Chin, 31010 SW 212 Avenue, Homestead, Florida 33030.**

ARTICLE VI -

ARTICLE DELETED

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TALLAHASSEE, FLORIDA

ARTICLE VII -

ARTICLE DELETED

ARTICLE VIII - PROFITS AND LOSSES

Net profits and net losses shall be allocated to the members of the company proportionally in relation to the total capital contribution of each such member.

ARTICLE IX - 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.

ARTICLE X - 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 XI - MANAGEMENT

The company shall be managed by a manager or managers in accordance with an operating agreement or regulations adopted by the members for the management of the business and affairs of the company. This operating agreement or 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 manager need not be a member of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Homestead, Florida, on this ___ day of November, 2000.

Sui Won Chin
SUI WON CHIN

31010 SW 212 Avenue, Homestead, Florida
Organizer and Member

00 DEC 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I **HEREBY CERTIFY** that on this 27th day of November, 2000, personally appeared: **SUI WON CHIN**, who is personally known to me or who has produced a copy of his State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same of his own free will.

My Commission Number:
My Commission Expires:


NOTARY PUBLIC-STATE OF FLORIDA
Yvonne Miranda

Printed Name of Notary Public:

Articles-Happy Valley Farms, LLC.wpd



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **HAPPY VALLEY FARMS, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



SUI WON CHIN

31010 SW 212 Avenue, Homestead, Florida
Registered Agent

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AND
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00 DEC 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA