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REFERENCE : 082355 82724A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : March 19, 2001

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ORDER NO. : 082355-005

CUSTOMER NO: 82724A

CUSTOMER: Ms. Diane Whitacre  
Morrison & Conroy

500003877945--5

3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

DOMESTIC FILING

NAME: J.E.D./ALLEN ALICO COMMERCIAL  
PARK, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
2001 MAR 19 PM 2:31  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sp

**ARTICLES OF ORGANIZATION  
OF  
J.E.D. / ALLEN ALICO COMMERCIAL PARK, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is J.E.D. / ALLEN ALICO COMMERCIAL PARK, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 325 Sedgwick Court, Naples, Florida 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Joseph E. D'Jamoos, who is a natural person at least eighteen (18) years old.

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**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Joseph E. D'Jamoos  
325 Sedgwick Court  
Naples, Florida 34109

John N. Allen  
321 First Avenue North  
Minneapolis, MN 55401

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**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII  
DISSOLUTION**

**Section 8.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

- (a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 8.01(b), the Company must have at least one (1) remaining member. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution may be avoided as provided in the Company's operating agreement.

**ARTICLE IX  
DISTRIBUTIONS**

**Section 9.01 Interim Distributions**

The Company may make interim distributions of property to its members as provided in the Company's operating agreement.

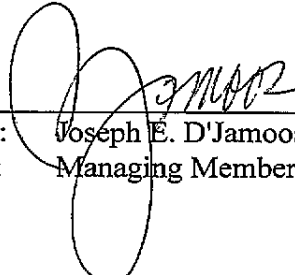
**Section 9.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as provided in the Company's operating agreement.

**ARTICLE X  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16<sup>th</sup> day of March, 2001.

By:  Joseph E. D'Jamoos  
Its: Managing Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: J.E.D. / ALLEN ALICO COMMERCIAL PARK, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*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 accept the obligations of my position as registered agent.*

\_\_\_\_\_  
J. Thomas Conroy, III

March 16, 2001

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