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October 22, 2001

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Registration Section
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

300004651883--0
-10/24/01-01054--004
***125.00 ***125.00

Re: Strawberry Cove U-Pick, L.L.C. a Florida limited liability company

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of Organization of this proposed limited liability company.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$125.00 is enclosed for the following fees:

Filing fee	\$100.00
Notice of Designation of Registered Agent and Acceptance	\$25.00
Total	\$125.00

FILED
OCT 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles of Organization.

Very truly yours,


PATRICK W. DOYLE

PWD/smb
encs

L01-18504
QR

ARTICLES OF ORGANIZATION
OF
STRAWBERRY COVE U-PICK, 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 file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company is Strawberry Cove U-Pick, L. L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 23700 North Buckhill Road, Howey-in-the-Hills, FL 34737.

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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

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

Alan F. Starbird 23700 North Buckhill Road, Howey-in-the-Hills, FL 34737

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VI -- 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.

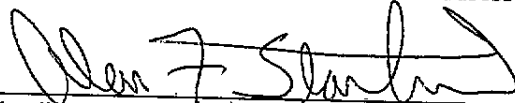
ARTICLE VII -- TERMINATION OF EXISTENCE

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.

FILED
01 OCT 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

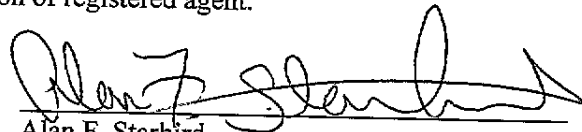
ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company and is, therefore a manager-managed company. The 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 initial manager of the company is Alan F. Starbird.


Alan F. Starbird
Signature of Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Strawberry Cove U-Pick 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 accept the obligations of the position of registered agent.


Alan F. Starbird
Registered Agent

FILED
01 OCT 24 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA