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YOUNG, VAN ASSENDERP, VARNADOE & ANDERSON, P. A.
ATTORNEYS AT LAW

REPLY TO:

R. BRUCE ANDERSON
CLAY C. BROOKER
TASHA O. BUFORD
DANIEL H. COX
TIMOTHY S. FRANKLIN
DAVID P. HOPSTETTER*
C. LAURENCE KEESEY
KENZA VAN ASSENDERP
GEORGE L. VARNADOE
ROY C. YOUNG

*BOARD CERTIFIED REAL ESTATE LAWYER

OF COUNSEL
DAVID B. ERWIN
A.J. JIM SPALLA

Tallahassee

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K/A Accept. page
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1 November 2001

GALLIE'S HALL
225 SOUTH ADAMS STREET
SUITE 200
Post Office Box 1833 (ZIP 32302-1833)
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 222-7206
TELECOPIER (850) 561-6834

SUNTRUST BUILDING
801 LAUREL OAK DRIVE
SUITE 300
Post Office Box 7907 (ZIP 34101-7907)
NAPLES, FLORIDA 34108
TELEPHONE (941) 597-2814
TELECOPIER (941) 597-1060

Florida Department of State
Division of Corporations

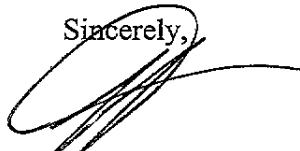
To Whom It May Concern:

Attached for filing with your office please find an original Articles of Organization for "AFAM, LLC", a Florida limited liability company, along with a check in the amount of \$105.00 to cover the filing fees and a certificate of status.

Additionally, assuming the articles are approved, could you please date-stamp the attached copy of the first page and place with the certificate for our runner to come by and pick up later this week.

Thank you for your assistance and don't hesitate to call with any questions (and I won't be surprised to get a few with the unique non-profit provisions governing this particular LLC).

Sincerely,


Tim Franklin

cc: Hon. Tom Adams

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2001

TIM FRANKLIN
YOUNG, VAN ASSENDERP, VARNADORE & ANDERS

SUBJECT: AFAM, LLC
Ref. Number: W01000025239

We have received your document for AFAM, LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

There are 2 LLC names listed on the Certificate of Designation of Registered Agent. Please remove "CORPUS IMPORTS, LLC", from this page.,

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 201A00059727

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ARTICLES OF ORGANIZATION

of

"AFAM, LLC"

The undersigned authorized representative of the Agriculture Facilities Administration and Management Corporation, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

I. NAME. The name of the Florida limited liability company formed pursuant hereto shall be at all times: **AFAM, LLC**

II. PURPOSE, OBJECTS, POWERS, LIMITATIONS.

A. PURPOSES. AFAM, LLC (the "Company" hereafter), is organized and shall be operated exclusively for the following purposes:

1. To conduct business for scientific, educational and charitable purposes;
2. To carry out the charitable purposes, missions, projects and activities of The Agriculture Facilities Administration and Management Corporation, a Florida not-for-profit corporation classified as a 501(c)(3) by the Service;
3. To provide systems, facilities and services to support new or improved agricultural and scientific "breakthroughs", technologies, systems and methods especially as these relate to the charitable purposes of reducing governmental and societal burdens through protection of natural resources or the preservation and restoration of the environment, and to facilitate and manage the cost-effective implementation of same by the public or applicable agricultural community;
4. To provide systems, facilities and services to support new or improved agricultural and scientific technologies, systems and methods as these relate to a reduction in governmental or private costs and burdens associated with the production, marketing, packaging and distribution of agricultural products and commodities;
5. To promote, facilitate, manage and support experimental or applied agricultural and related research projects and programs of various federal and state governmental

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agencies having association to the field of agriculture, or of accredited institutions of higher learning or other recognized educational or instructional institutions such as but not limited to the United States Department of Agriculture, Florida Department of Agriculture, Florida Department of Environmental Protection, University of Florida, Florida Agricultural and Mechanical University and North Carolina State University;

6. To promote and support the projects, programs, activities and efforts of other public and private foundations, institutions or charities recognized as tax-exempt under the provisions of I.R.C. section 501(a)(1), such as but not limited to The FARM Foundation, Inc., or The Agriculture Facilities Administration and Management Corporation, where the purposes, objects, projects, activities and efforts of such entities are functionally related to agriculture and when such promotion and support are consistent with this corporation's purposes, objects and powers;
7. To promote, prepare and distribute educational materials and to conduct educational forums, lectures and seminars all as relates to informing and instructing the general public or applicable agricultural community concerning the results, implications, or implementation of agricultural projects and programs promoted, facilitated, managed or supported by this corporation;
8. To especially encourage, assist and financially support "beginning" and minority farmers, producers and service providers in the individual or overall management and implementation of the projects or programs promoted, facilitated, managed or supported by this corporation; and,
9. To do all and everything necessary and proper for the accomplishment and furtherance of the express purposes set forth above.

B. OBJECTS. The objects and goals of this Company are:

1. To develop, manage and implement projects and programs of cost-effective technologies, systems and methods which will ultimately reduce the amount of residual nutrient waste at cattle, swine and dairy production facilities thereby improving air and water quality, including but not limited to the dairy waste reduction and compost programs in Florida and North Carolina currently being managed and implemented by this Company for the benefit of the USDA Natural Resources Conservation Service in conjunction with the Institute for Food and Agricultural Science ("IFAS") at the College of Agriculture at the University of Florida and the North Carolina Agricultural Finance Authority.
2. To develop, manage and implement projects and programs of cost-effective technologies, systems and methods for marketing, packaging and distributing agricultural products which will reduce present environmental impacts or will otherwise reduce public and private costs and burdens associated with same,

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including but not limited to the development, support and management of computerized or web-based marketing and distribution alternatives such as Ag Marketing.Org.Inc.;

3. To facilitate and manage the inclusion of IFAS's educational and research materials "on-line" on the Ag Marketing.Org Inc. website and to promote and encourage the use of such educational materials by other institutions, governmental agencies, the agricultural community and the general public;
4. To encourage, promote and support existing or future programs or efforts of accredited institutions of higher learning, including but not limited to support and promotion of the Florida Agricultural and Mechanical University's involvement with the African Farmer's Initiative funded by the United States Agency for International Development, as such programs or efforts relate to minority contractor participation in this Company's activities or as such programs relate to effecting this Company's purposes by and among minority or beginning farmers, producers or service providers; and,
5. To undertake any other proper goal or object not inconsistent with this Company's express purposes.

C. POWERS. As a means of accomplishing the foregoing purposes and objects, this Company shall have all the powers nor or hereafter conferred by Florida law upon limited liability companies, including the power to solicit all available private and public funds in the manner prescribed by law, and including all powers necessary or convenient to effect any or all of this Company's purposes subject only to the limitations as are or may be prescribed by law and these articles of organization.

D. LIMITATIONS. This Company's purposes, objects and exercise of powers shall be subject to the following limitations:

1. This Company's purposes for which it is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of present I.R.C. section 501(c)(3), or any future corresponding provision of U.S. tax law, and the Company has no power to effect any other purposes;
2. Notwithstanding any other provision of these articles, this Company shall not operate or carry on any activities not permitted by present I.R.C. section 501(c)(3), or any future corresponding provision of U.S. tax law, and has no power to operate in a manner contrary to or inconsistent with such provisions and shall take no action which would otherwise jeopardize its general status as a 501(c)(3) tax-exempt entity;
3. Upon a dissolution of the Company, assets shall be distributed for one or more exempt purposes within the meaning of I.R.C section 501(c)(3), or any future corresponding section of U.S. tax law or shall be distributed to some federal, state or

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local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes. No income or assets of the Company will ever be distributed to any member, officer or director except as permitted in the form of compensation or reimbursement.

4. While this Company may manage and support programs and projects of other related tax-exempt entities and may generally "associate" with same as according to its express purposes, this Company shall not be and shall not be construed to be a "partner", "stakeholder", "member", "joint venturer" or any other like term with similar legal connotation with or of such entities and shall make no statement or take any action to imply otherwise, except as may be effected by a purchase of stock or shares in an entity or as may be expressly agreed to in writing signed by such entity and this Company.

III. DURATION. The Company's term shall commence upon the filing of these Articles with the Secretary of State and its existence shall be perpetual.

IV. ADDRESS. The business of the Company shall be principally conducted at: 12 North Elm Street, Fellsmere, Florida 32948; and, all Company mail/correspondence shall be directed to: P.O. Box 279, Fellsmere, FL 32948.

V. REGISTERED AGENT & OFFICE. The Registered Agent of the Company shall be Timothy S. Franklin, Esq., whose street address is 225 South Adams Street, Suite 200, Tallahassee, Florida 32301, as according to the Statement of Registered Agent attached hereto and incorporated herein by reference.

VI. MEMBERS. The Agriculture Facilities Administration and Management Corporation is and shall be a Member of the Company. Additional Members may be admitted as according to these Articles and the Company's Operating Agreement; and, where applicable, only when any admission activity:

- (1) would not result in the termination of the Company under the Act or within the meaning of section 708 of the Internal Revenue Code of 1986, as amended;
- (2) would be exempt from requirements of applicable state and federal securities laws as determined to the satisfaction of the Members; and
- (3) after any information reasonably required to execute the admission is provided to the Members.

VII. MANAGEMENT. Management of the Company shall be vested in its Members.

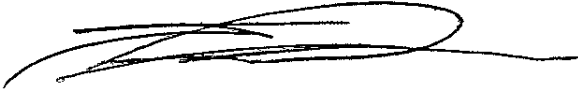
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VIII. DISSOLUTION. Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall be then qualified for exemption under I.R.C. section 501(c)(3), or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any officer, manager or employee of the Company.

IX. NON-STOCK BASIS. Notwithstanding anything to the contrary contained in the Florida Limited Liability Company Act, the Company is organized and shall be operated on a "non-stock basis" within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares or ownership certificates of any type or class. The foregoing provision and all other provisions of these Articles perhaps more commonly made a part of organizing documents of tax-exempt not-for-profit corporations, shall not be construed to affect or abrogate the operation of section 608.701, Fla. Stat.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with section 608.408, Florida Statutes (2001), and certifying that the Company has at least one Member, I subscribe my name hereunder this 31st day of October 2001.


By: Tim Franklin, Esq., General Counsel &
Authorized Representative
For: The Agriculture Facilities Administration and
Management Corporation

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TALLAHASSEE, FLORIDA

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

of

“AFAM, LLC”

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES (2001), THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

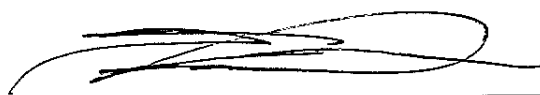
1. The name of the limited liability company is:

AFAM, LLC

2. The name and the Florida street address of the registered office and registered agent are:

**Tim Franklin, Esq.,
Young, van Assenderp, Varnadoe & Anderson, P.A.
225 South Adams Street, Suite 200
Tallahassee, Florida 32301**

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.


Tim Franklin, Esq.

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