

236 East 6th Avenue, Tallahassee, Florida 32303
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LLC

1.) Central Turf Farms, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION
FLORIDA
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SPECIAL INSTRUCTIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 25, 2002

CORPORATE ACCESS, INC.
236 EAST 6TH STREET
TALLAHASSEE, FL 32303

SUBJECT: CENTRAL TURF FARMS, LLC
Ref. Number: W02000011821

We have received your document for CENTRAL TURF FARMS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In section 3 of the articles you state the address of the registered office is. Please change that to principal office.

The document must contain the entity's complete mailing address.

Please return your document, along with 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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 802A00025225

ARTICLES OF ORGANIZATION

CENTRAL TURF FARMS LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is CENTRAL TURF FARMS LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principle Office. The address of the principle office of the limited liability company is 1500 ORANGE AVE., ST. CLOUD, FLORIDA 34769.

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
MIKE KELLEY
1500 ORANGE AVE.
ST. CLOUD, FLORIDA 34769

ROBERT PERRY
1500 ORANGE AVE.
ST. CLOUD, FLORIDA 34769

VENTURE HOLDINGS, INC.
1500 ORANGE AVE
ST. CLOUD, FLORIDA 34769

8. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

9. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement,

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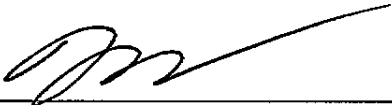
resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

10. Membership Classes. The operating Agreement of the Company may provide for one or more classes of members, with or without voting rights, and having such other relative rights, powers, and duties as the Operating Agreement may from time to time provide.

11. Transferability of Member's Interest. No member may assign, in whole or part, his membership interest in the limited liability company without written unanimous consent of the non-assigning members.

10. Affidavit of Membership and Contribution. The undersigned member authorized representative of a member of CENTRAL TURF FARMS LLC certifies

a.) The above named limited liability company has at least one member;



MIKE KELLEY
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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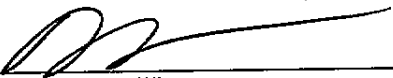
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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is CENTRAL TURF FARMS LLC
2. Registered Office. The address of the registered office of the limited liability company is 1500 ORANGE AVE., ST. CLOUD, FLORIDA 34769.
3. Registered Agent. MIKE KELLEY, is appointed, and by his signature below accepts appointment, to act as the Registered agent of CENTRAL TURF FARMS LLC.

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.



MIKE KELLEY

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