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Examiner's Initials

CR2E031(7/97)

RESTATED ARTICLES OF ORGANIZATION OF ALLIED FARMS LLC

These Restated Articles of Organization are duly executed and are being filed in accordance to Section 608.411 of the Florida Limited Liability Act.

- 1. The name of the limited liability company is Allied Farms LLC (the "Company"). The Company's Articles of Organization were originally filed with the Secretary of State of Florida on May 2, 2002.
- 2. These Restated Articles of Organization only restate and integrate any previous supplementation of the Company's duly executed and filed Articles of Organization.

ARTICLE I

Name

The name of this limited liability company is Allied Farms LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street and mailing address of the Company is:

2665 S. Bayshore Drive Suite 703 Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc. 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

ARTICLE V

Purpose

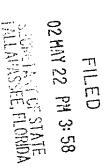
The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Authorized Representative and Organizer

The name and street and mailing address of the person signing these Articles as authorized Representative and Organizer is:

Albert J. Lazo, Esq. Richards & Polansky, P.A. 2665 South Bayshore Drive Suite 703 Miami, Florida 33133



ARTICLE VII

Management

The Company will be managed by at least (1) manager and is, therefore, a manager-managed company. The following shall be the managers:

Barry Gottlieb 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

Harry Vaughan 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

John Vaughan 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

AUTHORIZED REPRESENTATIVE AND ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this _2(_ day of May. 2002.

		Albert J. Lazo	OZ MAY 22 PM 3
STATE OF FLORIDA)		<u> </u>
COUNTY OF MIAMI-DA) SS:		DA E
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I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Restated Articles of Organization as Authorized Representative and Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this day of May 2002.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:

Carmen E Dominguez

My Commission CC795393

My Expires December 8, 2002

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Richard Vaughan 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

Richard Vaughan M. 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

Michael Vaughan 2665 South Bayshore Drive Suite 703 Miami, Florida 33133

Timothy D. Richards 2665 South Bayshore Drive Suite 703 Miami, Florida 33133 FILEU
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Article VIII

Rights and Duties of Managers

The Operating Agreement will delineate the respective rights and duties of the Managers similar to the division of responsibilities among corporate officers. The Managers shall have corporate titles such as, but not limited to, Director, President, Vice-President, Secretary and Treasurer. The corporate titles and election of the corporate officers and directors, and the rights and duties of each, shall be outlined in the Operating Agreement.

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

Albert J. Lazo, Authorized Representative