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BK

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October 28, 2002

FILED
02 NOV - 1 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Articles of Organization of Florida Elite Produce Distribution, L. L. C.

Gentlemen:


Enclosed herewith are originals and one copy of Articles of Organization of Florida Elite Produce Distribution, L.L.C., Affidavit (F.S. § 608.407(2) of Membership and Capital Contribution, and Certificate of Designation of Registered Agent/Registered Office. Please file these documents in your records, and send me one certified copy of the Articles of Organization and of the other two documents if the charge is \$30.00 for all copies.

My check in the amount of \$155.00 is enclosed to cover the following fees:

\$125.00	Filing fee
<u>\$ 30.00</u>	One certified copy
\$155.00	Total

Thank you for your prompt attention in filing these documents and returning a certified copy of same to me.

Very truly yours,


JOHN A. DWYER

Enclosure

ARTICLES OF ORGANIZATION
OF
FLORIDA ELITE PRODUCE DISTRIBUTION, L.L.C.

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NOV - 1 AM 10:11
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

The name of the limited liability company shall be Florida Elite Produce Distribution, L.L.C. ("company").

ARTICLE II

The mailing address and street address of the principal office of the company is 1839 North Dover Road, Dover 33527.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall terminate not later than 2025, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of William Mueller, 1839 North Dover Road, Dover, Florida 33527.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death of the last surviving member, or the bankruptcy, the 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 unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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 names and addresses of the members of the company are:

William Mueller, 1839 North Dover Road, Dover, Florida 33527.
Don Hinton, 1839 North Dover Road, Dover, Florida 33527.

Richard Chancey, 1839 North Dover Road, Dover, Florida 33527.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these articles of organization at Plant City, Florida, on October 28, 2002.

William Mueller
William Mueller

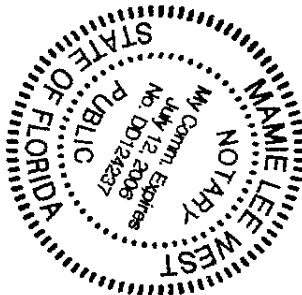
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NOV - 1 AM 11:14
TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged under oath before me this 28th day of October, 2002, by WILLIAM MUELLER, who declared his identity and who produced his Florida Drivers License as personal identification.

Mamie Lee West
Notary Public -- State of Florida
My Commission expires:

(Seal)



jad\corp\Fla.Elite.Prod. Distr. LLC.

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

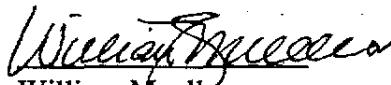
Under the provisions of F.S. 608.414 or 608.507, FLORIDA ELITE PRODUCE DISTRIBUTION, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is FLORIDA ELITE PRODUCE DISTRIBUTION, L.L.C.

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

William Mueller
1839 North Dover Road
Dover, Florida 33527

The undersigned, being the person named in the articles of organization of Florida Elite Produce Distribution, 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 accepts the obligations of the position of registered agent.


William Mueller
Registered Agent