

SEP. 3. 2003 9:30AM

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

03 SEP 2003 P.

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Florida Department of State
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Account Number : 076402003516
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LIMITED LIABILITY COMPANY

SUNRIPE PRE-PAK, LLC

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**ARTICLES OF ORGANIZATION
OF
SUNRIPE PRE-PAK, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **SUNRIPE PRE-PAK, LLC** (the "Company"). The mailing address and street address of the principal and registered office of the Company is c/o Pacific Tomato Growers, 503 10th Street, West Palmetto, Florida 34221

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent of the Company shall be **Peter L. Keeley**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

MANAGEMENT OF COMPANY BUSINESS

The Company's day to day business will be managed by one or more managers and is therefore a manager-managed company.

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ARTICLE V**ADDITIONAL MEMBERS**

The Members may admit additional members pursuant to the requirements of the Company's Operating Agreement.

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of the requisite Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

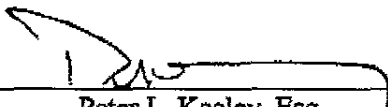
ARTICLE VII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII**AMENDMENTS**

These Articles may be amended from time to time as required by the Company's Operating Agreement.

WITNESS, the hand of the undersigned authorized representative of the Company this 3rd day of September, 2003.

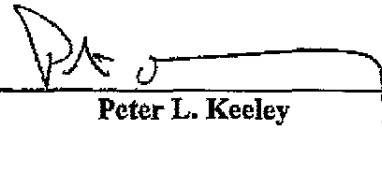

Peter L. Keeley, Esq.
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for **SUNRIPE PRE-PAK, LLC**, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.



Peter L. Keeley

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