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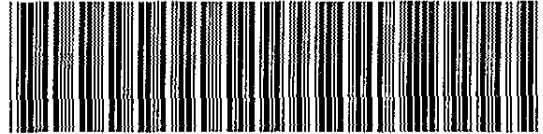
(Business Entity Name)

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December 22, 2002

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: TAM Barnes Groves, LLC / Formation

Dear Sirs:

Enclosed please find the following documents:

- 1) Certificate of Conversion of Unincorporated Business into Barnes Groves I, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves I, LLC;
- 2) Certificate of Conversion of Unincorporated Business into Barnes Groves II, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves II, LLC;
- 3) Certificate of Conversion of Unincorporated Business into Barnes Groves III, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves III, LLC;
- 4) Certificate of Conversion of Unincorporated Business into Barnes Groves IV, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves IV, LLC; and
- 5) Certificate of Conversion of Unincorporated Business into TAM Barnes Groves, LLC under Florida Statutes §608.439 and Articles of Organization for TAM Barnes Groves, LLC.

Also enclosed is this firm's check in the amount of \$900.00 (\$100.00 filing fee for each Articles of Organization totaling \$500.00; \$25.00 registered agent fee for each LLC totaling

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\$125.00; \$25.00 filing fee for each Certificate of Conversion totaling \$125.00; and \$30.00 certified copy fee for each Certified Copy of the Records totaling \$150.00). Please return the Certified Copies with the enclosed Federal Express envelope.

If anything further is required, please feel free to contact me at the above number.

Very truly yours,



Bradley R. Gould

BRG/mms  
Enclosures

cc: Thomas M. Barnes, Jr. (Correspondence only)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS  
INTO BARNES GROVES I, LLC  
UNDER FLORIDA STATUTES § 608.439**

It is hereby certified that:

1. ANNA BELLE BARNES, THOMAS MARSHALL BARNES, deceased, ("THOMAS BARNES") and MARY SUE BARNES, deceased, ("MARY BARNES") first established their unincorporated business in 1965;

2. The successor in interest to THOMAS BARNES is THOMAS MARSHALL BARNES, JR., as Trustee of the THOMAS MARSHALL BARNES TESTAMENTARY TRUST. The successor in interest to MARY BARNES is THOMAS MARSHALL BARNES, JR., as Personal Representative of the ESTATE OF MARY SUE BARNES;

3. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was TAM BARNES GROVES (the "Business");

4. Notwithstanding the fact that the real property situate in Indian River County, Florida, more specifically described in Exhibit "A" attached hereto and made a part hereof (the "Real Property") was held of record in the name of ANNA BELLE BARNES (as to a 1/3 interest); THOMAS MARSHALL BARNES, JR., as Trustee of the THOMAS MARSHALL BARNES TESTAMENTARY TRUST (as to a 1/3 interest); and THOMAS MARSHALL BARNES, JR., as Personal Representative of the ESTATE OF MARY SUE BARNES (as to a 1/3 interest) as Tenants in Common, such Real Property was operated as a part of the Business, and treated in all respects as the property of the Business.

5. The name of the limited liability company into which the unincorporated business is converting, as set forth in the Articles of Organization filed of even date herewith, is BARNES GROVES I, LLC; and

6. The effective date of this conversion to BARNES GROVES I, LLC, shall be the filing date of this certificate.

7. Upon the filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in BARNES GROVES I, LLC, a Florida limited liability company.

Dated: This 8<sup>th</sup> day of December, 2003.

Thomas Marshall Barnes Testamentary Trust, Member

By: Thomas Marshall Barnes, Jr.  
Thomas Marshall Barnes, Jr., Trustee

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**CUMULATIVE EXHIBIT "A"**

**PARCEL 1 (Grove #37)**

Legal Description attached as Exhibit "A(1)"

**PARCEL 2 (Grove #38)**

Legal Description attached as Exhibit "A(2)"

**PARCEL 3 (Tree Farm)**

The East 9.06 acres of the West 18.06 acres of Tract 8, Section 30, Township 32 South, Range 39 East, according to the last general plat of lands of the Indian River Farms Company as filed in the office of the Clerk of the Circuit Court of St. Lucie County, Florida, in Plat Book 2, Page 25, said land now lying and being in Indian River County, Florida.

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LEGAL DESCRIPTION

(O.R. Record Book 493, page 946)

From the Northeast corner of the Southeast 1/4 of Section 1, Township 33 South, Range 37 East, run along the centerline of State Road 60, north 89°17'30" west a distance of 2620.67 feet; thence run south 0°45'00" west a distance of 2702.67 feet to the northeast corner of those certain lands conveyed to Becker as recorded in Official Record Book 257, pages 309, 310, and 311, public records of Indian River County, Florida; thence, run north 89°23'15" west a distance of 8194.17 feet to the southwest corner of those certain lands conveyed to Yates, as recorded in Official Record Book 268, page 146, public records of Indian River County, Florida; thence, run south 0°39'20" west a distance of 5680.20 feet to the northeast corner of that certain property conveyed to McClelland as recorded in Official Record Book 230, page 70, public records of Indian River County, Florida; thence, run south 0°40'00" west a distance of 96.35 feet to the northwest corner of those lands conveyed to Tripson as recorded in official Record Book 385, page 803, public records of Indian River County, Florida; thence, continue south 0°40'00" west a distance of 1895.40 feet to the true point of beginning;

Thence, south 89°17'22" east a distance of 2905.85 feet to the centerline of North Lateral 5, a 100-foot right of way easement; thence south 0°39'35" west 813.29 feet along said centerline of North Lateral 5 to the northeast corner of that certain property conveyed to Rogers as recorded in Official Record Book 314, page 178, public records of Indian River County, Florida; thence, north 89°12'09" west 2905.95 feet along the north boundary of said Rogers property to the northwest corner thereof, being in the east line of said McClelland property; thence, north 0°40'00" east 808.87 feet along the said east boundary of the McClelland property to the true point of beginning. Being a part of the Northwest 1/4, Section 14, Township 33 South, Range 37 East, in St. Johns Drainage District, Indian River County, Florida.

EXHIBIT "A" (1)

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## LEGAL DESCRIPTION

(Official Record Book 493, page 934)

All that land in Township 33 South, Range 37 East, Indian River County, Florida, described as follows:

Commencing at the northwest corner of St. John's Drainage District, Unit No. 8, as recorded in Plat Book 7, page 60, public records of Indian River County, Florida, run South 89°54'00" west, 5213.17 feet to a point

thence, south 0°25'00" 5280.00 feet;

thence, south 89°54'00" west, 2573.78 feet to the true point of beginning;

thence, south 0°26'31" west, 4732.84 feet to a point on the northerly boundary of a 250 foot easement described in that certain agreement recorded in O.R. 362-102, public records of Indian River County, Florida;

Thence, south 89°55'00" west, 1854.71 feet along said northerly boundary;

thence, north 57°35'00" west, 215.04 feet;

thence, north 0°15'00" west, 4616.52 feet;

thence, north 89°54'00" east, 2092.88 feet to the true point of beginning.

The above described land contains 224.03 acres.

Subject to easements to the St. John's Drainage District for the purpose of pedestrian and vehicular ingress and egress, utilities above and below ground, drainage and/or other uses, over the north 30 feet, the east 50 feet, the south 30 feet and the west 30 feet of the above described land.

The above described land lies in part of the west 1/2 of Section 32, Township 33 South, Range 37 East, St. John's Drainage District, Indian River County, Florida.

EXHIBIT "A" (2)

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IN  
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COUNTY  
FLORIDA

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**ARTICLES OF ORGANIZATION FOR  
BARNES GROVES I, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

**ARTICLE I - NAME OF COMPANY**

The name of the Limited Liability Company (the "Company") is BARNES GROVES I, LLC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address of this Company is 4790 N. Old Dixie Highway, Vero Beach, Florida 32967 and the mailing address of this Company is Post Office Box 846, Vero Beach, Florida 32961.

**ARTICLE III - PERIOD OF DURATION**

This Company shall exist perpetually.

**ARTICLE IV - MANAGEMENT**

The Company shall be a manager-managed Company, and the initial Manager is THOMAS MARSHALL BARNES, JR.

**ARTICLE V - PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Company organized and existing by virtue of such laws.

**ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered agent in Florida for the Company is THOMAS MARSHALL BARNES, JR., 4790 N. Old Dixie Highway, Vero Beach, Florida 32967.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 8<sup>th</sup> day of December, 2003.

Thomas Marshall Barnes Testamentary Trust, Member

By: Thomas Marshall Barnes, Jr.  
Thomas Marshall Barnes, Jr., Trustee

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CLERK OF COURT  
TALLAHASSEE, FLORIDA



ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: Thomas Marshall Barnes, Jr.  
Thomas Marshall Barnes, Jr.

Date: December 8, 2003

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