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David H. Galloway, P.A.

Attorney at Law

506 North Alexander Street

Post Office Box 848

Phone: (813) 754-3438

Plant City, Florida 33564-0848

Fax: (813) 754-7759

January 6, 2004

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

RE: The Articles of Organization of Florida Potato & Onion, L. L. C.

Gentlemen:

Enclosed herewith are original and one copy of Articles of Organization of Florida Potato & Onion, L.L.C., 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 Certificate if the charge is \$30.00 for all copies.

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

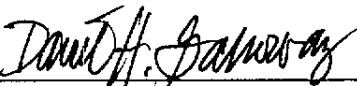
\$125.00	Filing fee
<u>\$ 30.00</u>	One certified copy
\$155.00	Total

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

Very truly yours,

DAVID H. GALLOWAY, P. A.

By


David H. Galloway

Enclosure

dhg\corp\Florida Potato & Onion LLC-ltr to file limited liability co. articles

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ARTICLES OF ORGANIZATION
OF
FLORIDA POTATO & ONION, L.L.C.

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 POTATO & ONION L.L.C. ("company").

ARTICLE II

The mailing address and street address of the principal office of the company is 3045 Sutton Woods, Plant City, Florida 33567.

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 Florida is David H. Galloway, 506 N. Alexander Street, Plant City, Florida 33563.

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ARTICLE V -- 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 VI -- 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 VII -- 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 VI -- 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:

James Alan Studdiford
3045 Sutton Woods
Plant City, Florida 33567

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these

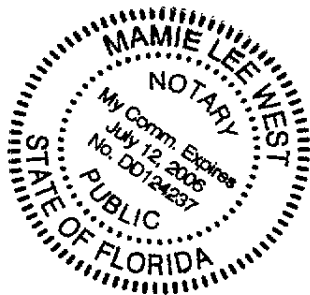
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articles of organization at Plant City, Florida, on the 6 day of January, 2004.

David H. Galloway
DAVID H. GALLOWAY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged under oath before me this 6 day of January, 2004, by DAVID H. GALLOWAY, 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)

dhg\corp\Florida Potato & Onion, LLC.-Articles

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, FLORIDA POTATO & ONION, 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 POTATO & ONION, L.L.C.

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

David H. Galloway
506 N. Alexander Street
Plant City, Florida 33563

The undersigned, being the person named in the articles of organization of Florida Potato & Onion, 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.



DAVID H. GALLOWAY
Registered Agent

dhg\corp\Florida Potato & Onion LLC-Designation of Registered Agent-Office

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