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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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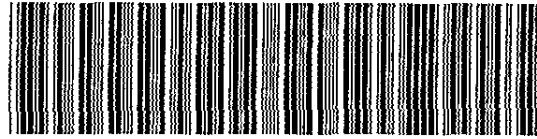
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2004 FEB 13 PM 1:13
J. BRYAN CORPORATIONS
TALLAHASSEE, FLORIDA

W03-36365
J. BRYAN DEC - 3 2003

J. BRYAN FEB 17 2004

Holly Eakin Moody P.A.
Attorney at Law

*2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306-1888*

*Telephone (954) 566-7417
Fax (954) 565-2392*

November 18, 2003

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: GRINDERS SWITCH FARMS, LLC

Gentlemen:

Please find enclosed herewith is the duly executed charter of the above named corporation for filing under the laws of the State of Florida.

I am also enclosing herewith my check in the amount of \$155.00 as payment of the following items:

Filing fee	\$100.00
Registered Agent Fee	\$ 25.00
Certified copy	\$ 30.00

When you have completed the filing of this charter, will you please furnish me with the certified copy of same.

Thanking you for your cooperation in this matter and with best regards, I am

Very truly yours,

Holly Eakin Moody
Holly Eakin Moody

HEM/jw
enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 3, 2003

HOLLY EAKIN MOODY
2900 EAST OAKLAND PARK BLVD.
FORT LAUDERDALE, FL 33306-1888

SUBJECT: GRINDERS SWITCH FARMS, LLC
Ref. Number: W03000036365

2004 FEB 13 PM 1:13
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for GRINDERS SWITCH FARMS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit of membership and contributions from your document.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 103A00065112

**ARTICLES OF ORGANIZATION FOR
GRINDERS SWITCH FARMS, LLC
FLORIDA LIMITED LIABILITY COMPANY**

FILED
2004 FEB 13 PM 1:13
DEPUTY CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLE I

GRINDERS SWITCH FARMS, LLC

The name of the Limited Liability Company is:

Grinders Switch Farms, LLC

ARTICLE II

The mailing address of the principal office of the Limited Liability Company is

6110 NW 66 Way, Parkland, FL 33067

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

Management

The Limited Liability Company is to be managed by its member and the name and address of its managing member is:

Alan B. Willard
6110 NW 66 Way
Parkland, FL 33067

ARTICLE V

Registered Agent

The name of the registered agent for the Limited Liability Company is:

Alan B. Willard

ARTICLE VI

Purpose

The Limited Liability Company's (the "Company's") business and purpose shall consist solely of the ownership, operation and management of the property known as Grinders Switch Estate, located in Hickman County, Tennessee (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE VII

Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

ARTICLE VIII

Separateness/Operation Matters

The Company shall conduct its business and operations in accordance with the following provisions:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;


- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

ARTICLE IX

Effect of Bankruptcy, Death or Incompetency of a Member

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of the Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of the Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved,

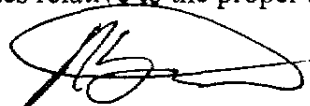
liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.



Alan B. Willard

REGISTERED AGENT AND ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.



Alan B. Willard

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA