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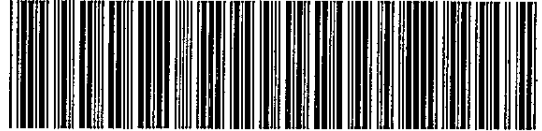
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL J. McDERMOTT, P.A.

Attorneys At Law

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

MICHAEL J. McDERMOTT
RICKY L. TILACKER

TELEPHONE (813) 684-3131
FACSIMILE (813) 654-0052

June 10, 2004

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Organization
for Balm Agriponics, LLC
Our File No.: 04-0172

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

1. Articles of Organization
2. Designation of Registered Agent/Office.
3. A Copy for Certification.
4. A check in the amount of \$160.00 for following costs:

- | | | |
|----|---|----------|
| a. | Filing Fee for Articles of Organization | \$125.00 |
| b. | Certified copy | \$ 30.00 |
| c. | Certificate of Status | \$ 5.00 |

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,

Michael J. McDermott

Michael J. McDermott, Esquire

MJM\jwj
Enclosures

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Dictated by Michael J. McDermott and mailed
without his review to avoid further delay.

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

For

BALM AGRIPONICS, L.L.C.
a limited liability company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BALM AGRIPONICS, L.L.C., and its principal office shall be located at 15038 Balm Rd., Balm 33503, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Ben K. Story
758 Flamingo Dr.
Apollo Beach, FL 33572

Gerald W. Butler
P. O. Box 247
Balm, FL 33503

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TALLAHASSEE, FLORIDA

Larry E. Butler
P. O. Box 247
Balm, FL 33503

Reginald R. Butler
P. O. Box 247
Balm, FL 33503

V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the four (4) members in proportionate shares to their ownership interest. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members.

VII. PROFITS AND LOSSES

a. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a share of the profits equivalent to their percentage of ownership interest. The distributive share of the profits shall be determined and paid to the members monthly.

b. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members equivalent to their percentage of ownership interest.

VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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TALLAHASSEE, FLORIDA

IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 791 w. Lumsden Rd., Brandon, 33511, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Michael J. McDermott, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BALM AGRIPONICS, L.L.C.

Executed by the undersigned at Brandon on June 15, 2004.

By: Ben K. Story
Ben K. Story

By: Gerald W. Butler
Gerald W. Butler

By: Larry E. Butler
Larry E. Butler

By: Reginald R. Butler
Reginald R. Butler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

s 29:56.

STATE OF FLORIDA
COUNTY OF FLORIDA

Pursuant to the provisions of Sections 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is BALM AGRIPONICS, L.L.C.
2. The name of the registered agent for BALM AGRIPONICS, L.L.C. is MICHAEL J. McDERMOTT, ESQUIRE and the street address of the company's principal office where the agent is located is 791 W. Lumsden Rd., Brandon, Florida 33511.
3. This statement is to acknowledge that, as indicated above, BALM AGRIPONICS, L.L.C. has appointed me, MICHAEL J. McDERMOTT, ESQUIRE, as its registered agent to accept service of process for the company at the place designated above in this certificate.
4. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

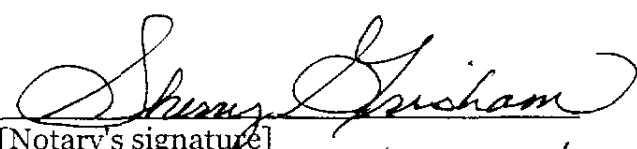
Dated

6-15-04


MICHAEL J. McDERMOTT

The foregoing instrument was acknowledged before me this 6-15-04 by MICHAEL J. McDERMOTT, ESQUIRE, agent on behalf of BALM AGRIPONICS, L.L.C., a limited liability company. He is personally known to me or has produced N/A [type of identification] as identification.




[Notary's signature]

My commission expires: 6-28-04