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THE KNIGHT LAW FIRM

Attorneys at Law

777 Brickell Avenue, Suite 1070 Miami, Florida 33131

Telephone 305-379-2800 Facsimile 305-371-6703 e-mail: knightpa@bellsouth.net FILED

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Jefferson P. Knight

Of Counsel J.H. Weaver

July 21, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of new LLC - "FELDA HOLDINGS, LLC"

Dear Sir or Madam:

We are forwarding herewith for filing the Articles of Organization of the above LLC.

Please direct all correspondence regarding this matter to

JEFFERSON P. KNIGHT 777 BRICKELL AVENUE - SUITE 1070 MIAMI, FL 33131

Forwarded is our firm check in the amount of \$160.00 to cover the following:

- ▶ \$100 Filing fee for Articles of Organization
- ► \$ 25 Designation of Registered Agent
- ► \$ 30 Certified Copy of Articles
- \$ 5 Certificate of Status

If you have any questions or comments, please call me at 305-379-2800.

Jefferson P. Knight Managing Member

Page 1 of 1

ARTICLES OF ORGANIZATION FOR FELDA HOLDINGS, LLC

FILED

ARTICLE I - NAME

The name of the Limited Liability Company is Felda Holdings, LLC.

SECRETARY OF STATE

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o The Knight Law Firm, 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE III - REGISTERED AGENT, OFFICE AND SIGNATURE

The name and the Florida street address of the registered agent are: Jefferson P. Knight, 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, Florida Statutes.

Jefferson P. Knight, as Registered Agent July 21, 2004.

ARTICLE IV - MANAGING MEMBER

The name and address of the Managing Member is-Jefferson P. Knight, 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

Jefferson P. Knight, Member July 21, 2004.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)