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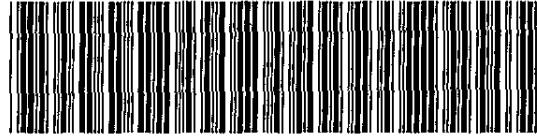
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TALLAHASSEE, FLORIDA
SCLEROTIC STATE
DEPT. OF REVENUE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Produce Distribution Center LLC

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TALLAHASSEE, FLORIDA

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ☒ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ☒ Annual Report / Reinstatement _____
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- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
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Signature _____

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Name _____

Date _____

Time _____

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**ARTICLES OF ORGANIZATION
OF
PRODUCE DISTRIBUTION CENTER, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby execute these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is Produce Distribution Center, LLC.

ARTICLE II

The mailing address of the limited liability company shall be 233 North 3rd Street, Suite 201, Jacksonville Beach, Florida 32250, and its street address is the same.

ARTICLE III

The business purpose of the limited liability company is to buy and sell produce and related products, and to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy, all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

ARTICLE IV

The address of the initial registered office of this limited liability company in Florida shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be John R. Crawford. The Board of Managers may, from time to time, change the registered office and registered agent of the limited liability company upon notification to the proper authorities.

ARTICLE V

The limited liability company shall have perpetual existence.

ARTICLE VI

The limited liability company shall be managed by a Board of Managers, who shall be elected or designated by the members in accordance with the operating agreement governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than five (5), as fixed from time to time by the provisions of the operating agreement.

ARTICLE VII

The name and address of the sole member of the first Board of Managers, who, subject to the provisions of the operating agreement and these Articles of Organization, shall hold office until their successors are elected and have qualified pursuant to the operating agreement are as follows:

<u>Name</u>	<u>Street Address</u>
Lawrence Movsovit	233 North 3rd Street, Suite 201 Jacksonville Beach, Florida 32250

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Organization, who are both authorized representatives of the limited liability company and its members, are as follows.

<u>Name</u>	<u>Street Address</u>
John R. Crawford	1200 Riverplace Boulevard, Suite 800 Jacksonville, Florida 32207
Sharon L. Palmer	1200 Riverplace Boulevard, Suite 800 Jacksonville, Florida 32207

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the following

specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the operating agreement, the Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company except such as may be by statute, or by the operating agreement as constituted from time to time, expressly conferred upon or reserved by the members, except as limited therein.

(2) Subject always to such operating agreement as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the operating agreement of the limited liability company, but any provision thereof adopted, altered or amended by the Managers may be altered, amended or repealed by the members.

(3) The limited liability company shall have such officers as from time to time may be provided in the operating agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the operating agreement or as may be determined from time to time by the Board of Managers subject to the operating agreement.


(4) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any limited liability company or corporation of which any such Manager or officer is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though

the vote of the Manager or Managers or officer or officers having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or Managers or officer or officers having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or Managers or officer or officers be accountable for any gains or profits realized thereon.

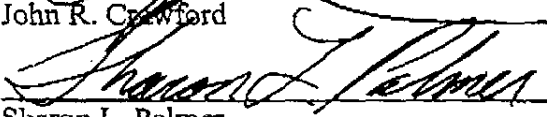
ARTICLE X

This limited liability company reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing members or authorized representatives of the limited liability company, have hereunto set our hands and seals for the purpose of organizing this limited liability company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 8 day of December, 2004.



John R. Crawford (SEAL)



Sharon L. Palmer (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Sharon L. Palmer, the parties to the foregoing Articles of Organization, who are personally known to me and to me known

to be the individuals described in and who executed the foregoing Articles of Organization, and who acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Organization as their voluntary act and deed as members or authorized representatives of said limited liability company, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 8th day of December, 2004.

Dianne P. Dyal
Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: _____

(Notarial Seal)



Dianne P. Dyal
MY COMMISSION # DD277866 EXPIRES
December 29, 2007
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Produce Distribution Center, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.



Registered Agent