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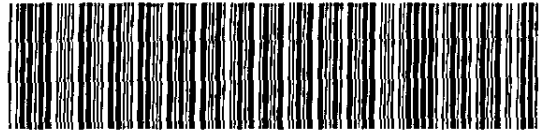
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OVERSTREET, MILES, RITCH & CUMBIE, P.A.
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Quinn B. Clark

February 8, 2005

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ernst Live Oak Farms, LLC
Ernst Southern Native Seeds, LLC

Gentlemen:

Enclosed you will find original and one copy of Articles of Organization for each of the above limited liability companies, together with our firm checks for \$125.00 each for the filing fee. Kindly acknowledge receipt and filing by date stamping and return the copies to this office.

Thanking you for your assistance and cooperation, I am

Yours truly,

Quinn B. Clark, Esquire

QBC:dw
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ERNST LIVE OAK FARMS, L.L.C. A Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, ("The Act") hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I -- NAME

The name of the limited liability company shall be ERNST LIVE OAK FARMS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 9006 Mercer Pike, Meadville, Pennsylvania 16335.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in a properly filed operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent in Florida for the company is CT Corporation, and the initial registered office is located at 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V -- MEMBERS

The company shall have at least one member. 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.

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ARTICLE VI - CONTINUITY OF BUSINESS

The company shall be dissolved on the death, retirement, resignation, bankruptcy, expulsion, or 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, or upon any other event that, under the Act, would result in dissolution of the company, unless the business of the Company is continued by unanimous vote of all the remaining members.

ARTICLE VII - MANAGEMENT

The overall management and control of the business and affairs of the Company shall be vested in its members in equal shares as provided in these articles of organization and Section 608.407 of the Act. Any and all action by the company shall require the vote of members holding a majority interest in the Company. The initial members shall be as follows:


<u>Name</u>	<u>Position</u>
Andy L. Ernst	Member/Manager
Michael C. Ernst	Member/Manager
Robin L. Ernst-Phillips	Member/Manager

ARTICLE VIII - INDEMNIFICATION

Except as expressly provided in a properly filed operating agreement, the company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Crawford County, Meadville, Pennsylvania, this 5TH day of Feb, 2005.

ERNST LIVE OAK FARMS, L.L.C.
A Florida limited Liability Company


Andy L. Ernst - Member/Manager

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STATE OF PENNSYLVANIA,
COUNTY OF CRAWFORD

The foregoing instrument was subscribed before me this 4th day of February, 2005, by Andy L. Ernst, as Member/Manager of Ernst Live Oak Farms, L.L.C., who is personally known to me or who has produced a Drivers License as identification.

Pamela A. Mohra
Notary Public

NOTARIAL SEAL
PAMELA A. MOHRA, NOTARY PUBLIC
CITY OF MEADVILLE, CRAWFORD COUNTY
MY COMMISSION EXPIRES DECEMBER 1, 2006

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ernst Live Oak Farms, L.L.C. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Steven P. Zimmer
CT Corporation

STEVEN P. ZIMMER
SPECIAL ASSISTANT SECRETARY

Subscribed by me this 7th day of February, 2005

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-TALLAHASSEE, FLORIDA