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LIMITED LIABILITY COMPANY

COSTA LAND HOLDINGS LLC.

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ARTICLES OF ORGANIZATION
OF
COSTA LAND HOLDINGS LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: COSTA LAND HOLDINGS LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 22290 SW 162 AVENUE, GOULDS, FL 33170. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That COSTA LAND HOLDINGS LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The following persons/entities are elected to be the Managers, to serve until their successors are elected and qualified:

| | |
|-------------------|--|
| JOSE L SMITH | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| JOSE A COSTA III | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| ALBERTO J. SUAREZ | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| MARIA C. SMITH | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| JOSE A COSTA Jr. | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |

ARTICLE VII
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

| <u>Office</u> | <u>Name</u> | <u>Address</u> |
|----------------|------------------|--|
| President | JOSE I. SMITH | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| Vice President | JOSE A COSTA III | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |

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|-----------|-------------------|--|
| Treasurer | ALBERTO J. SUAREZ | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| Secretary | MARIA C. SMITH | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |
| COB | JOSE A COSTA Jr. | 22290 S.W. 162 AVENUE GOULDS, FL. 33170 |

ARTICLE VIII

MEMBERS

The name and address of the of the sole Member of the Company is as set forth below:

COSTA NURSERY FARMS, INC., of 22290 SW 162 AVENUE, GOULDS, FL 33170

WITNESS the hand and seal of the authorized representative of Member in Miami-Dade County, State of Florida, this 5th day of July, 2005


Carlos F. Arazoza
Authorized Representative of Member

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

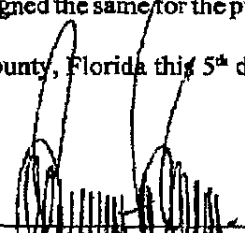
PERSONALLY appeared before me, CARLOS F. ARAZOZA, as Authorized Representative of the Managers of Costa Land Holdings LLC, for and on behalf of the entity, who is personally known to me, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 5th day of July, 2005



Laura Kohn
Commission #DD319617
Expires: May 16, 2008
Bonded Through
Atlantic Bonding Co., Inc.

My commission expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That COSTALAND HOLDINGS LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates ARAZOZA & FERNANDEZ FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT



CARLOS F. ARAZOZA

Managing Director

Arazoza & Fernandez-Fraga, P.A.

Date: July 5, 2005

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