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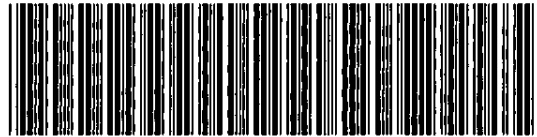
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2008 FEB 25 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
FOR
ALICO ELEVEN, LLC

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

ARTICLE I
NAME

The name of the Limited Liability Company shall be **ALICO ELEVEN, LLC**, hereinafter "Company". The mailing address of the Company shall be 13650 Fiddlesticks Blvd, Suite 202-213, Fort Myers, Florida 33912. The principal place of business shall be 13650 Fiddlesticks Blvd, Suite 202-213, Fort Myers, Florida 33912

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and the street address of the registered agent of the Company in the State of Florida is:

Marc F. Oates, P.A.
c/o Marc F. Oates, Esq.
5515 Bryson Drive, Suite 502
Naples, FL 34109

**ARTICLE V
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 the other members of the Company other than the members proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members.

**ARTICLE VII
MANAGEMENT (MANAGEMENT BY MANAGERS)**

The Company shall be managed by the managers in accordance with regulations adopted by the managers for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managers of the Company are:

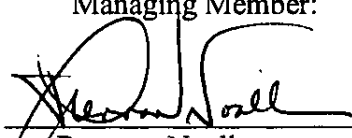
<u>NAME</u>	<u>ADDRESS</u>
David Howell	1500 Pelican Avenue, Naples, Florida 34109
Brennan Noall	15850 Grey Friars Court, Fort Myers, Florida 33912
James Erwin	17080 Alico Road, Suite 2, Fort Myers, Florida 33912

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IN WITNESS WHEREOF, the Managing Member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 31 day of December, 2007.

Managing Member:

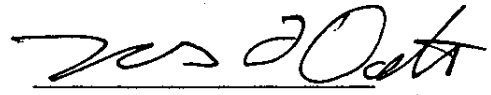
By:


Brennan Noall

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, F.S.

Registered Agents of ALICO ELEVEN, LLC:

MARC F. OATES, P.A.


Marc F. Oates, Esq.

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