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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

G-Pro LLC

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**ARTICLES OF ORGANIZATION
OF
G-PRO LLC**

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be G-PRO LLC (hereinafter the "Company")

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act

ARTICLE III - DURATION

This Company shall have perpetual existence.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be 2214 Hwy 44 West, Inverness, Florida 34453, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the members.

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ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Jeffery R. Grow, located at 2214 Hwy 44 West, Inverness, Florida 34453.

ARTICLE VI - MEMBERSHIP

This Company shall have one (1) Member initially. The names and addresses of the sole member is:

Gro-Pro LLC a Florida Limited Liability Company
2214 Hwy 44 West
Inverness, Florida 34453

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to its Managing Member, unless such future date, the Members unanimously agree in writing. The initial managing member shall be Gro-Pro, LLC.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

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ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

ARTICLE XII - REGULATIONS

At a later date, the Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

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ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in a document separate and distinct from these Articles.

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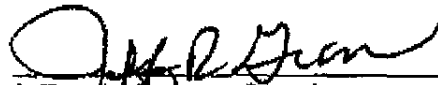
ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a disregarded entity for federal tax purposes and shall be a qualified subsidiary of its sole member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.


Jeffery R. Grow, as Organizer

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 23rd day of September, 2005, by Jeffery R. Grow, who is personally known to me or who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA

Print Name: FRANCES J. RICHHEIMER
My Commission Expires: June 9 2006
My Commission No. is: DD118879



Frances J. Richheimer
My Commission DD118879
Expires June 9, 2006

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