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TALLAHASSEE, FLORIDA

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LAW OFFICE OF SUZANNE C. QUIÑÓNEZ, P.A.

2747 Blanding Boulevard, Suite 102
Post Office Box 130 (ZIP: 32050-0130)
Middleburg, FL 32068
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scquinonez@aol.com

October 12, 2005

Secretary of State
State Department, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Melrose Pecan Growers Association, LLC

Dear Secretary:

In connection with the above referenced matter, enclosed please find the original and one copy of the Articles of Organization together with check in the amount of \$155.00 as follows:


Filing Fee	\$ 100.00
Registered Agent Fee	25.00
Certified copy of Articles	<u>30.00</u>
Total	\$ 155.00

Please file the Articles and return a certified copy to this office.

Thank you for your prompt attention to this matter.

Sincerely,

LAW OFFICE OF
SUZANNE C. QUIÑÓNEZ, P.A.


Suzanne C. Quiñónez
For the Firm

SCQ
Enclosures
c: Raymond J. Tatum, without enclosures

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ARTICLES OF ORGANIZATION
OF
MELROSE PECAN GROWERS ASSOCIATION, LLC

ARTICLE I
Name of Company

MELROSE PECAN GROWERS ASSOCIATION, LLC

ARTICLE II
Business of Organization

The limited liability company may engage in the business of operating pecan groves, real estate management and development, and may also engage in any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Principal Place of Business

The principal place of business of the limited liability company shall be: 1712 Russell Road, Middleburg, FL 32068, and the mailing address shall be the same.

ARTICLE IV
Duration

The existence of this limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and thereafter it shall have perpetual existence.

ARTICLE V
Member-Managed Company

The members shall manage the limited liability company by majority-in-interest of the members as defined under Section 608.402 (17), Florida Statutes, unless otherwise provided in the Operating Agreement. As may be provided in the Operating Agreement, the majority-in-interest may designate a managing member who shall have all powers and authority so delegated

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to said managing member. The names of the other initial members are: Raymond J. Tatum, Jr., Jerry Tatum, Doug Johnson, and David Jackson.

ARTICLE VI

Organization, Control and Structure of Company

The organization, control and structure of the limited liability company, other than specified herein, shall be governed and controlled by the Operating Agreement entered by the initial members, as may be amended from time to time by the then existing members and set forth in said Operating Agreement.

ARTICLE VII

Registered Agent

The street address of the limited liability company's initial registered office is 1712 Russell Road, Middleburg, Florida, 32068 and the initial registered agent at that office is Raymond J. Tatum, Jr., whose acceptance is set forth at the end of these Articles.

ARTICLE VIII

Indemnification

The limited liability company shall indemnify its members and agents to the fullest extent permitted by law.

ARTICLE IX

Compensation

The members shall have the power to set the amount, if any, of the compensation to be paid to the members of the limited liability company.

ARTICLE X

Members' Right To Continue Business

Unless otherwise provided in the Operating Agreement, the death of a member shall not be an event causing termination of the limited liability company. Unless otherwise

provided in the Operating Agreement, the filing for bankruptcy by a member shall terminate the bankrupt member's interest in the limited liability company. The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by the unanimous vote of the remaining members; provided that there is at least one remaining member.

ARTICLE XI
Authorized Representative/ Member

The name and street address of the person signing these Articles of Organization as the authorized representative of the limited liability company and as a member are as follows:

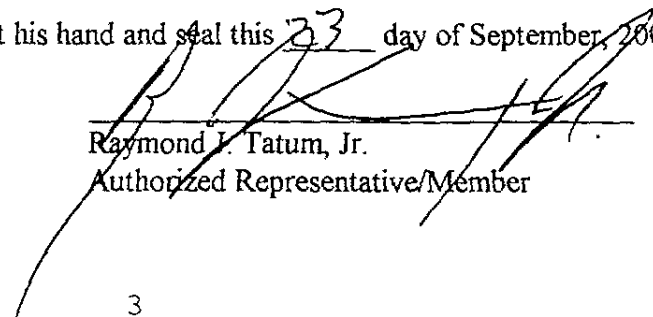
Name
Raymond J. Tatum, Jr.

Address
1712 Russell Road
Middleburg, FL 32068

ARTICLE XII
Amendment

This limited liability company reserves the right to amend, alter, and repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

The undersigned, being the authorized representative and one of the initial members of the limited liability company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 23 day of September, 2005.



Raymond J. Tatum, Jr.
Authorized Representative/Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss.
COUNTY OF CLAY)

On this 23rd day of September, 2005, personally appeared before me Raymond J. Tatum, Jr. to the foregoing Articles of Organization of Melrose Pecan Growers Association, LLC, (☒) who is well known to me or who produced _____ as identification and who did not take an oath, and who acknowledged said Articles to be his act and deed.

NOTARY PUBLIC

Deanna V. Miller

Signature

Typed, Printed, or Stamped

State of Florida at Large

My Commission expires:



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DEANNA V. MILLER
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
My Commission DD306804
Expires May 31, 2008

Acceptance of Designation

The undersigned, Raymond J. Tatum, Jr., states that he hereby accepts appointment as registered agent of Melrose Pecan Growers Association, LLC and further states that he is familiar with, and accepts, the obligations of such position.

Dated and signed this 23 day of September, 2005.

Raymond J. Tatum, Jr.