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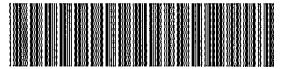
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ERICJ. OLSON, P.A.

ATTORNEY AT LAW

256 NORTH KENTUCKY AVENUE, SUITE 102

Lakeland, Florida 33801

PHONE: (863) 688 - 3606 • FAX: (863) 688 - 3520

email: eric@ericjolsonpa.com

Eric J. Olson, Esquire

February 22, 2006

Florida Department of State Division of Corporations: Clifton Bldg. 2661 Executive Center Circle Tallahassee, Florida 32301

TO: Registration Section
Division of Corporations

SUBJECT: Grace Farm Alpacas

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric J. Olson, Esquire ERIC J. OLSON, P.A. 256 North Kentucky Avenue, Suite 102 Lakeland, Florida 33801

For further information concerning this matter, please call:

Eric J. Olson, Esquire at (863) 688-3606

Enclosed is a check for the following amount: \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Sincerely,

ERICJ. QLSON, P.A.

Gregory Esteve

/GVE

ARTICLES OF ORGANIZATION OF GRACE FARM ALPACAS, LLC

ARTICLE I - NAME

The name of the limited liability company is Grace Farm Alpacas, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1748 Sandpine Trail Frostproof, Florida 33843

1748 Sandpine Trail Frostproof, Florida 33843

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Ron Ayres 1748 Sandpine Trail Frostproof, Florida 33843

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..

Ron Ayres

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>
"MGR" = Manager
"MGMR" = Managing Member

Name and Address:

MGMR

Ron Ayres

1748 Sandpine Trail

Frostproof, Florida 33843

MGMR

Carol Ayres 1748 Sandpine Trail Frostproof, Florida 33843

REQUIRED SIGNATURE:

figurature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ron Ayres
Typed or printed name of signee