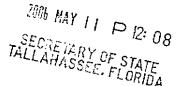


Florida Department of State Division of Corporations

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ELORIDA/FOREIGN LIMITED LIABILITY CO.

Pero USA Produce, LLC

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ARTICLES OF ORGANIZATION OF

PERO USA PRODUCE, LLC (a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I NAME

The name of the limited liability company is PERO USA PRODUCE, LLC (hereinzater, the "Company").

ARTICLE II MAILING AND PRINCIPAL ADDRESS

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

14095 State Road 7 Delray Beach, FL 33446

ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent are:

BSPA CORPORATE SERVICES, INC. 350 East Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301

PERO USA PRODUCE, LLC

PETER F. PERO. IV Managing

PETER'S. PERO, IV/Managing

ANGELA PERO, Managing Member

By FRANK PERO, Managing Member

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CHARLES PERO, Managing Member

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TALLAMASSEE, FISTATE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for PERO USA PRODUCE, LLC at the place designated in Article III of the Articles of Organization, BSPA CORPORATE SERVICES, INC. hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. BSPA CORPORATE SERVICES, INC. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 508, F.S.

BSPA CORPORATE SERVICES, INC.

By:

Name: <u>\$</u>

, 2006