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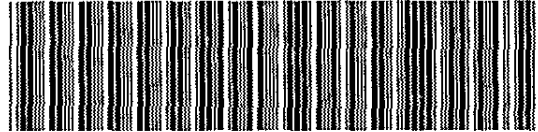
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE FLORIDA

LAW OFFICES  
VIHLEN & SILLS, P.A.  
1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C  
ALTAMONTE SPRINGS, FLORIDA 32714  
(407) 786-2200

SIDNEY L. VIHLEN, III  
PAUL M. SILLS  
STEPHANIE L. BRENNAN

PLEASE REPLY TO:  
POST OFFICE BOX 161554  
ALTAMONTE SPRINGS, FLORIDA  
32716-1554  
TELECOPIER (407) 786-2247

July 21, 2006

Department of State  
Division of Corporations  
Attn: Registration Section  
Post Office Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: Filing Articles of Organization of REW Farms, LLC

Dear Sir/Madam:

Enclosed, please find the original Articles of Organization for REW Farms, LLC, for filing with your office.

Additionally, you will find a check, made payable to the Department of State, Division of Corporations in the amount of \$160.00, representing the required filing fee, consisting of the following:

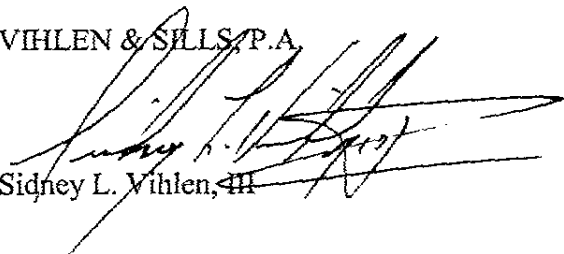
Filing Fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00
Total	<u>\$160.00</u>

Please transmit to our office a certified copy of the duly filed Articles of Organization of REW Farms, LLC and the Certificate of Status once filed.

Any questions regarding this matter should be directed to us (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & SILLS, P.A.

  
Sidney L. Vihlen, III

SLV,III/sab  
enclosures

**ARTICLES OF ORGANIZATION  
OF  
REW FARMS, LLC**

The undersigned hereby certifies that these Articles of Organization have been prepared and are being filed for the purpose of establishing a limited liability company under the laws of the State of Florida, and to provide for the formation, rights, privileges and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of the business of the limited liability company

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TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name and Principal Place of Business**

The name of the limited liability company shall be REW FARMS, LLC, and its principal office (street and mailing addresses) shall be located at 1485 International Parkway, Suite 1001, Heathrow, Florida 32746, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**Purposes and Powers**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and for which the limited liability company is authorized to transact, shall be as follows:

1. to engage in any activity or business permitted by the laws of the State of Florida or the laws of any other jurisdiction in which the limited liability company transacts business, including, without limitation, the operation and maintenance of tree farms, wholesale nurseries and other horticultural enterprises;
2. in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
3. to purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of, the rights and property so acquired;
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or with any domestic or foreign state, government or governmental authority, or with any political or administrative subdivision, or department, and to perform and carry out,

assign, cancel or rescind any of such contracts;

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated in these Articles or otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity and, in this capacity or under this arrangement, develop, improve, stabilize, strengthen or extend the property and commercial interest of the property of the entity and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and
6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida or any other jurisdiction within which the limited liability company conducts business.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. Each clause shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida law or under the law of any other jurisdiction within which the limited liability company conducts business.

### **ARTICLE III** **Exercise of Powers**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of the majority-in-interest of the members of the limited liability company.

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

#### **ARTICLE IV** **Membership Restrictions**

Members shall have the right to admit new members by unanimous consent. Contributions required by new members shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

#### **ARTICLE V** **Capital Contributions**

The initial capital contributions of the members shall be as directed by a majority-in-interest of the members and shall be paid to the limited liability company by, or on behalf of, each member. Additional contributions shall be made as directed by a vote of the majority-in-interest of the members.

#### **ARTICLE VI** **Profits and Losses**

Each member shall be entitled to a distributive share of the profits and losses of the business of the limited liability company in proportion to their membership interest. Distribution of profits or losses, as the case may be, shall be determined and paid as directed by a vote of the majority-in-interest of the members.

#### **ARTICLE VII** **Duration**

This limited liability company shall exist in perpetuity unless dissolved in a manner provided by law.

#### **ARTICLE VIII** **Initial Registered Office and Registered Agent**

The address of the initial registered office of the limited liability company is 1485

International Parkway, Suite 1031, Heathrow, Florida 32746 and the name of the company's initial registered agent at that address is Vihlen & Associates, P.A.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of REW Farms, LLC and that the undersigned executed these Articles for the purposes stated therein on the 14<sup>TH</sup> day of July, 2006.

M & A Holdings, LLC, Member

By: [Signature]

Name Printed: Amy Lewis

Title: Managing Member

[Signature]  
Richard E. Wesley, Member

[Signature]  
John H. Cerabino, Member

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**REGISTERED AGENT'S CERTIFICATE OF ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the Articles of Organization, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of the prescribed duties, and are familiar with and accept the obligations of the position as registered agent as provided for in Chapter 608, F.S.

VIHLEN & ASSOCIATES, P.A.

[Signature]  
Sidney L. Vihlen, III, President