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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Scallops of Florida, LLC.

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**ARTICLES OF ORGANIZATION
OF
Scallops of Florida, LLC.**

The undersigned organizer, who is the authorized representative of Scallops of Florida, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Scallops of Florida, LLC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is Water Street, Apalachicola, Florida 32390.


ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Walter Mack Ward, 233 Water Street, Apalachicola, Florida 32390.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company. The initial managers shall be the voting members of Ward Family Enterprises, LLC holding Class A membership interests. The first such managers shall be Thomas Lee Ward and Walter Mack Ward. The succeeding managers shall be the transferees, if any, of the Class A unit membership interests in the Ward Family Enterprises, LLC. Each Manager shall have a vote in the management of the Company proportionate to his ownership of Class A membership interests in Ward Family Enterprises, LLC.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 26 day of October, 2006.


David J. Hull
Authorized Representative

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Scallops of Florida, LLC.
2. The name and mailing address of the registered agent are Walter Mack Ward, 233 Water Street, Apalachicola, Florida 32390.

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, Walter Mack Ward hereby accepts the appointment as registered agent and agrees to act in this capacity. Walter Mack Ward further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

By: 

Walter Mack Ward

Date: 10-26-, 2006

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