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EFFECTIVE DATE
11-7-06

PETERSON & MYERS, P.A.
ATTORNEYS AT LAW • SINCE 1948

WINTER HAVEN
(863) 294-3360
FAX (863) 299-5498

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079

130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(863) 676-7611 OR (863) 683-8942
FAX (863) 676-0643

www.PetersonMyers.com

LAKELAND
(863) 683-6511 OR (863) 676-6934
FAX (863) 682-8031

Lake Wales
November 8, 2006

Registration Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: RBF Florida Properties, LLC

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Organization for the above named proposed Florida company. Also enclosed is this firm's check, in the amount of $125.00, representing payment of the following fees: $100.00 filing fee for the Articles of Organization; and $25.00 designation of registered agent fee.

Upon approval and filing of these articles, please furnish a copy to the attention of:

Jacob C. Dykxhoorn
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

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If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

PETERSON & MYERS, P.A.

Jacob C. Dykxhoorn

JCD/bv
Enclosures
cc: James P. Vaughan, w/enclosure
William G. Lanoue, w/enclosure

ARTICLES OF ORGANIZATION

OF

RBF FLORIDA PROPERTIES, LLC

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DIVISION OF CORPORATIONS

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes), hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of this limited liability company is **RBF Florida Properties, LLC** (the "company").

ARTICLE II -- ADDRESS

The company's mailing address shall initially be **P.O. Box 4034, Lake Wales, FL 33859-4034,** and the street address of the company's principal office shall initially be **6403 Parklane, Unit 3, Lake Wales, FL 33898.**

ARTICLE III -- DURATION

The company's existence shall be perpetual, beginning on **November 7, 2006**, unless the company is earlier dissolved as provided in these articles of organization, the company's operating agreement, or by applicable law.

ARTICLE IV -- PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE V -- REGISTERED AGENT

The name and Florida street address of the company's initial registered agent for service of process in the State of Florida are: **Jacob C. Dykxhoorn, 130 East Central Avenue, Lake Wales, FL 33853**.

ARTICLE VI -- MANAGEMENT

The company shall be a manager-managed company. The company shall be managed by one or more managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company.

EFFECTIVE DATE
11-7-06

The name and address of the company's initial manager, who shall serve as the manager of the company until his or her successor has been elected and qualified, are:

Initial Manager: **James P. Vaughan, Sr.**
P.O. Box 4034, Lake Wales, FL 33859-4034

ARTICLE VII -- OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the operating agreement for the company shall be vested in the members of the company. The operating agreement may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Any provision of the operating agreement adopted by the members may be repealed or altered and new provisions may be adopted by the members, in accordance with the operating agreement or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE VIII -- AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

In witness whereof, the undersigned organizer, being a member, or authorized representative of a member, of the company, has made and subscribed these articles of organization, on this **November 8, 2006**.

✓ ______________________
James P. Vaughan, Sr.

State of Florida County of Polk

The foregoing instrument was acknowledged before me this **November 8, 2006**, by **James P. Vaughan, Sr.**, who [ ] is personally known to me or [X] has produced a driver's license as identification.

✓ Jacob C Dykxhoorn
Notary Public
Name of Notary: ✓ Jacob C Dykxhoorn
Commission Expires: ✓ 6-25-08

(SEAL)

JACOB C. DYKXHOORN
NOTARY PUBLIC STATE OF FLORIDA
My Comm. Expires June 25, 2008
No. DD 320692

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DIVISION OF CORPORATIONS

<u>ACCEPTANCE OF REGISTERED AGENT</u>

Having been named in the articles of organization of **RBF Florida Properties, LLC**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: **November 8, 2006**

Jacob C. Dykxhoorn
Registered Agent