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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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G-T Citrus Holdings, LLC

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**ARTICLES OF ORGANIZATION
G & T CITRUS HOLDINGS,
L. L.C.**

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I
Name**

The name of the limited liability company, referred to in these Articles as "Company" is G & T CITRUS HOLDINGS, LLC.

**ARTICLE II
Duration**

The company shall dissolve on December 31, 2036.

**ARTICLE III
Purpose**

The purpose for which Company is organized is to own and operate citrus groves as well as to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV
Principal Address**

The address of Company's principal place of business in Florida is 2798 Garza Road, Zolfo Springs, Florida, 33890 and its mailing address is Post Office Box 1017, Zolfo Springs, Florida, 33890.

**ARTICLE V
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Mikell S. Thompson. The address of Company's registered office in Florida is 2798 Garza Road, Zolfo Springs, Florida, 33890.

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ARTICLE VI Capital Contributions

The total amount of cash contributions is \$4,000.00.

Contributions to the Company by each of the four initial members are as follows:

- (a) Kenneth E. Thompson has made a cash contribution of \$1,000.00.
- (b) Mikell S. Thompson has made a cash contribution of \$1,000.00.
- (c) H. Fred Guerndt has made a cash contribution of \$1,000.00.
- (d) Charles Guerndt has made a cash contribution of \$1,000.00

ARTICLE VII Management

The company is to be managed by four managers. Each initial manager will serve until the first annual meeting of the members. The initial managers are identified as follows:

Kenneth E. Thompson	930 Wisteria Court	Wauchula, FL 33873
Mikell S. Thompson	2447 Steve Roberts Special	Zolfo Springs, Florida 33890
H. Fred Guerndt, Jr.,	2701 Lake Damon	Avon Park, Florida 33825
Charles Guerndt	803 S. Todd Avenue	Avon Park, Florida 33825

ARTICLE VIII Admission of New Members

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. Provided, however, the original three members may transfer all or part of their interest to an immediate member of their family and these family members shall automatically be admitted as members.

ARTICLE IX Remaining Members

The remaining members of the company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE X
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability company Act, the undersigned has executed these Articles of Organization on this 13th day of December, 2006, at Wauchula, Florida.




Mikell S. Thompson

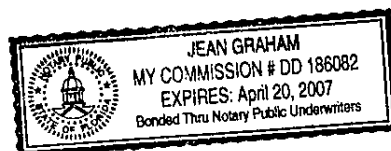
STATE OF FLORIDA:
COUNTY OF HARDEE:

Before me, the undersigned authority personally appeared Mikell S. Thompson who is known to me to be the person who executed the foregoing Articles of Organization and acknowledged before me that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 13th day of December, 2006.



NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA:
COUNTY OF HARDEE:**

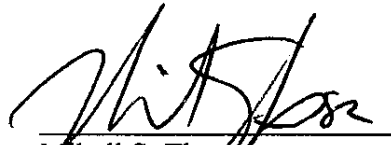
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is G & T Citrus Holdings, L.L. C.

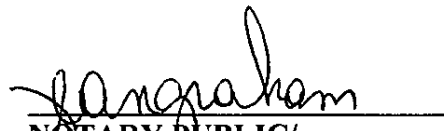
The name of the registered agent for G & T Citrus Holdings, L.L. C. is Mikell S. Thompson and the street address of the company's principal office is 2798 Garza Road, Zolfo Springs, Florida, 33890.

This statement is to acknowledge that, as indicated above, G & T Citrus Holdings, L.L.C., has appointed me, Mikell S. Thompson, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 13th day of December, 2006.


Mikell S. Thompson

The foregoing instrument was acknowledged before me this 13th day of December, 2006, by Mikell S. Thompson, agent on behalf of G & T Citrus Holdings, a limited liability company. He is personally known to me.


NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE

