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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ORCHARD PARK OF CLEWISTON, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
ORCHARD PARK OF CLEWISTON, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
ORCHARD PARK OF CLEWISTON, LLC  
111 Ponce de Leon Avenue  
Clewiston FL 33440

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Edward Almeida  
United States Sugar Corporation  
111 Ponce de Leon Avenue  
Clewiston FL 33440

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

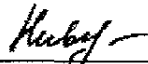
This will be a member-managed company. The name and address of each member is:

UNITED STATES SUGAR CORPORATION  
111 Ponce de Leon Avenue  
Clewiston FL 33440  
BRIAN SULLIVAN CONTRACTOR, INC.  
111 Ponce de Leon Avenue  
Clewiston FL 33440

Article VII. Company Existence

The Company's existence shall begin effective as of 1/8/2007.

The undersigned authorized representative of a member executed these Articles of Organization on 1/9/2007.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President  
by Y. Huberdeau as attorney-in-fact

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, UpCountry Holdings, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602-5884, the business of its Registered Agent, as its Registered Office.

  
David M. Jeffries,  
Authorized Representative of a Member**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §§48.091 and §608.415, *Florida Statutes*.

  
David M. Jeffries, Registered Agent

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

ORCHARD PARK OF CLEWISTON, LLC

REGISTERED AGENT/OFFICE:

Edward Almeida  
United States Sugar Corporation  
111 Ponce de Leon Avenue  
Clewiston FL 33440

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
EDWARD ALMEIDA  
by Y.Huberdeau as attorney-in-fact

Date: 1/8/2007.

Corporate Creations International Inc.  
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