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FLORIDA/FOREIGN LIMITED LIABILITY CO.

UTOPIA FRESH SOUTH, LLC

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**ARTICLES OF ORGANIZATION
OF
UTOPIA FRESH SOUTH, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is UTOPIA FRESH SOUTH, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 1822 Amberwynd Circle, Palmetto, Florida 34221.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Brian H. Turner. The address of the Company's registered office in Florida is 1822 Amberwynd Circle, Palmetto, Florida 34221.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Manager, however, shall serve until the organizational meeting of the Company and is identified as follows:

BRIAN H. TURNER, whose address is 1822 Amberwynd Circle, Palmetto, Florida 34221.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members,

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the Manager(s) shall not cause or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;

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g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member(s) of the Company.

**ARTICLE VI
Continuation of Business**

A majority in interest of the remaining Member(s) of the Company have the right to 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 Company.

**ARTICLE VII
Profits and Losses Allocation**

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company.

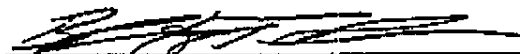
**ARTICLE VIII
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single individual is the sole Member and Manager, only that individual shall be required to sign said Articles of Amendment.

**ARTICLE IX
Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 1st day of March, 2007.


BRIAN H. TURNER, Member

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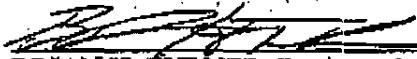
CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for UTOPIA FRESH SOUTH, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: BRIAN H. TURNER, 1822 Amberwynd Circle, Palmetto, Florida 34221.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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: March 1, 2007.


BRIAN H. TURNER, Registered Agent

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