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TALLAHASSEE, FLORIDA

PETERSON & MYERS, P.A.

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June 21, 2007

Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

VIA OVERNIGHT FEDERAL EXPRESS

Re: Nicker Berri, L.L.C.

Dear Sir/Madam:

In connection with the above-referenced limited liability company, enclosed please find an original and one executed copy of Articles of Organization of Nicker Berri, L.L.C., along with a Certificate of Designation of Registered Agent/Registered Office. Please approve and file the originals and return a certified copy to our office.

Also enclosed is our firm's check for \$155.00, representing the following fees:

Filing Fees	\$100.00
Certified Copy	\$30.00
Registered Agent Designation.....	\$25.00

TOTAL \$155.00

Please call our office if anything further is required. Thank you for your services.

Sincerely,

PETERSON & MYERS, P.A.

By: 

William M. Midyette, III

Enclosures (as stated)

cc: Nicker Berri, L.L.C. (w/ enclosures)

WMM/dtl

J. HARDIN PETERSON, SR.
(1894-1978)

MICHAEL W. CREWS
(1941-1991)

M. DAVID ALEXANDER, III
PHILIP O. ALLEN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN
PHILIP H. BUSH
DEBRA L. CLINE

CLINTON A. CURTIS
JACOB C. DYKXHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOSEPH A. GEARY
JOHN R. GRIFFITH
DAVID E. GRISHAM

JOHN D. HOPPE
DENNIS P. JOHNSON
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
WILLIAM M. MIDYETTE, III
CORNEAL B. MYERS

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STEPHEN R. SENN
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THEODORE W. WEEKS, IV
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THOMAS E. BAYNES, JR.
OF COUNSEL



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**ARTICLES OF ORGANIZATION
OF**

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NICKER BERRI, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Nicker Berri, L.L.C.

ARTICLE II – DURATION

The limited liability company shall have perpetual duration.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the street address of the Company in Florida shall be 6004 Irby Lane E., Lakeland, Florida 33811.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida. The Company intends to also participate in the growing and selling of produce.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Rodney Nickerson, 6004 Irby Lane E., Lakeland, Florida 33811.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may agree upon as provided in the Operating Agreement of the Company to be hereafter adopted by the Members of the Company (the "Operating Agreement").

ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The signature of a Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members as provided in the Operating Agreement.

ARTICLE VIII - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Member(s) of the Company.


IN WITNESS WHEREOF, I have executed these Articles of Organization on this 21st day of June, 2007.

By: 

RODNEY NICKERSON

STATE OF FLORIDA,
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 21st day of June, 2007 by RODNEY NICKERSON, who is personally known to me or who has produced Florida Driver License as identification.




NOTARY PUBLIC
KATHRYN A ROLETTE

(Type/Print/Stamp Name)

Commission Expires:

Serial Number, if any
NOTARIAL STAMP

NOTARY PUBLIC-STATE OF FLORIDA
 Kathryn A. Rolette
Commission # DD541656
Expires: APR. 18, 2010
Bonded Thru Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

ACCEPTANCE

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. I hereby 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 am familiar with and accept the applications of my position as registered agent as provided in Chapter 608, Florida Statutes.



RODNEY NICKERSON

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

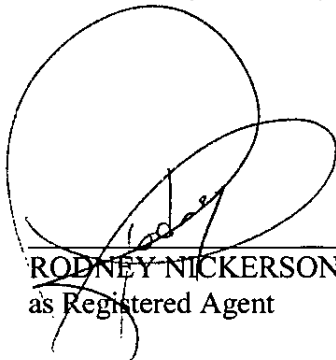
- (1) The name of the limited liability company is Nicker Berri, L.L.C.
- (2) The name and address of the registered agent and office is:

RODNEY NICKERSON,
Registered Agent

6004 Irby Lane E., Lakeland, FL 33811.

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: June 21st, 2007.



RODNEY NICKERSON,
as Registered Agent

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