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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Sunflower Farm Holdings, LLC**

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**A. LUNT**

MAY 19 2008

**EXAMINER**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Sunflower Farm Holdings, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Sunflower Farm Holdings, LLC  
c/o Palm Beach Kennel Club  
1111 North Congress Avenue  
West Palm Beach FL 33409

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Patrick J. Rooney, Sr.  
c/o Palm Beach Kennel Club  
1111 North Congress Avenue  
West Palm Beach FL 33409

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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.

Robert Jacobowitz, Esq. | FL Bar Member  
Proskauer Rose LLP  
2255 Glades Road, Suite 340 West  
Boca Raton FL 33431  
561.995.4742

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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 manager-managed company. The name and address of each manager is:

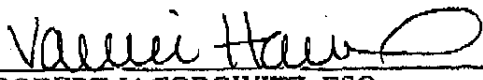
PATRICK J. ROONEY, SR.  
c/o Palm Beach Kennel Club 1111 North Congress Avenue  
West Palm Beach FL 33409

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Article VII. Company Existence

The Company's existence shall begin effective as of May 16, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on May 16, 2008.

  
\_\_\_\_\_  
ROBERT JACOBOWITZ, ESQ.  
by Valerie Hawk as attorney-in-fact

Robert Jacobowitz, Esq. | FL Bar Member  
Proskauer Rose LLP  
2255 Glades Road, Suite 340 West  
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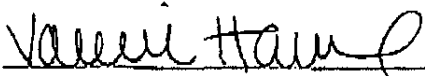
**STATEMENT OF REGISTERED AGENT**

LIMITED LIABILITY COMPANY:  
Sunflower Farm Holdings, LLC

REGISTERED AGENT/OFFICE:  
Patrick J. Rooney, Sr.  
c/o Palm Beach Kennel Club  
1111 North Congress Avenue  
West Palm Beach FL 33409

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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.

  
\_\_\_\_\_  
PATRICK J. ROONEY, SR.  
by Valerie Hawk as attorney-in-fact  
Date: May 16, 2008.

Robert Jacobowitz, Esq. | FL Bar Member  
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