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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CEE BEE'S CITRUS I, LLC

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M. THOMAS

JAN 26 2009

108-84178

ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION
of
CEE BEE'S CITRUS I, LLC

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Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization:

1. The name of the limited liability company is Cee Bee's Citrus I, LLC (the "**LLC**").
2. The effective date of filing of the Articles of Organization (the "**Articles**") of the LLC was August 29, 2008.
3. The members of the LLC are The William Burchenal, Jr. Living Trust and The Ann Kennedy Burchenal Living Trust (the "**Members**").
4. The Members deem it to be in the best interest of the LLC to amend Article I to the Articles of the LLC.
5. That Article I of the Articles of the LLC is hereby amended in its entirety to read as follows:


ARTICLE I

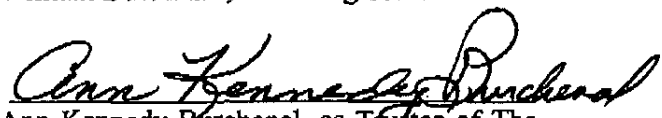
NAME AND ADDRESS

The name of the limited liability company shall be Cee Bee's Citrus, LLC (the "**Company**"). The mailing and street address of the principal address of the Company in Florida shall be 16907 Boy Scout Road, Odessa, Florida 33556.

6. The foregoing amendment shall become effective as of the date these Articles of Amendment are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned Members of the LLC have executed these Articles of Amendment, this 6 day of October, 2008.


William Burchenal, Jr., as Trustee of The
William Burchenal, Jr. Living Trust


Ann Kennedy Burchenal, as Trustee of The
Ann Kennedy Burchenal Living Trust

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AFFIDAVIT

STATE OF New York
COUNTY OF Kings

The undersigned, Andrew F. Burchenal, being first duly sworn, deposes and says:

1. He is the President of Cee Bee's Citrus, Inc. (the "Corporation"), with full power and authority to execute the Articles of Amendment to the Corporation's Articles of Incorporation and authorize the filing thereof with the Secretary of State of the State of Florida, and make the following covenants on behalf of the Corporation.

2. On behalf of the Corporation, the undersigned covenants that the Corporation will not revoke the Articles of Amendment of the Corporation filed with the Florida Department of State, which changed the Corporation's name from Cee Bee's Citrus, Inc. to Cee Bee's Holdings, Inc.

3. On behalf of the Corporation, the undersigned hereby releases the name of Cee Bee's Citrus, Inc.

4. That the above statements are true to his knowledge, information and belief.

Date: 1/23, 2009

 Andrew F. Burchenal
STATE OF New York
COUNTY OF Kings

The foregoing instrument was acknowledged before me this 23 day of January, 2009, by Andrew F. Burchenal, individually, who is personally known to me or who has produced a driver's license as identification.

NEILA ROCKWOOD
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN KINGS COUNTY
REG. #190819138
MY COM. EXP. 06/11/2012

Name: Neila Rockwood
NOTARY PUBLIC, State of NY
Commission Number: #01206191256
Commission Expires: 06/11/2012

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