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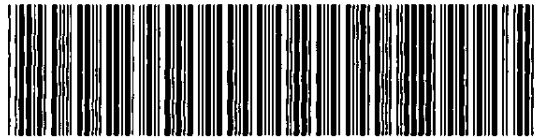
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NOTICE OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

FEB - 5 2009

EXAMINER

The Law Office of Leslie Quinn, P.L.

Leslie Quinn **Licensed in Texas and Florida

16910 S U.S. Hwy 441, Suite 205, Summerfield, FL 34491
Summerfield: (352) 347-6318 / Ocala: (352) 629-1251
Facsimile (352) 307-3473

February 2, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Berryly Makin' It, L.L.C.
Our File #2008-078


FILED
09 FEB -4 AM 10:35
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find original Articles of Organization and Certificate Designating Registered Agent for Berryly Makin' It, L.L.C.

Also enclosed is our check in the amount of \$125.00, for the required filing fees for both companies. If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Leslie Quinn

Enclosures

cc: Client

**ARTICLES OF ORGANIZATION
OF
BERRYLY MAKIN' IT, L.L.C.**

FILED
09 FEB -4 AM 10:35
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company 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 **BERRYLY MAKIN' IT, L.L.C.**

ARTICLE II -- ADDRESS

The mailing and street address of the principal office is 18811 SE 243rd St., Hawthorne, FL 32640.

ARTICLE III -- PURPOSE

The limited liability company is organized to operate for any lawful purpose.

ARTICLE IV-DURATION

The limited liability company shall commence its existence on upon filing the Articles of Organization. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in any Operating Agreement.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: Duane Hatcher, 18811 SE 243rd St., Hawthorne, FL 32640.

ARTICLE VI -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the consent of the members having majority of the capital interests of the company entitled to vote or as otherwise provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. A member may transfer his or her interest in the company as set forth in the Operating Agreement and/or Bylaws of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless members having majority of the capital interests of the company entitled to vote other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise stated in the Operating Agreement or Bylaws, and only by a majority vote of the remaining members.

ARTICLE IX – MEMBERS/MANAGEMENT

The limited liability company shall be initially managed by the following entities: BluGold Farms, L.L.C., 18811 SE 243rd St., Hawthorne, FL 32640, and Wingfield Blues, L.L.C., 5420 Pine Drive, Raleigh, NC 27606. The company shall continue to be managed by these two managers unless otherwise mandated in accordance with the Operating Agreement and Bylaws adopted by the members for the management of the business and affairs of the company. The Operating Agreement and Bylaws may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization.

ARTICLE X-AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement and Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Hawthorne, Florida, on this the 27th day of January 2009.

BlueGold Farms, L.L.C.

Sharon Emidy

Witness name printed: Sharon Emidy

Duane E. Hatcher

Duane Hatcher, Managing Member
18811 SE 243rd St.
Hawthorne, FL 32640

Sharon Emidy

Witness name printed: Sharon Emidy

Kimberly Hatcher

Kimberly Hatcher, Managing Member
18811 SE 243rd St.
Hawthorne, FL 32640

STATE OF FLORIDA

COUNTY OF MARION

Sworn to and subscribed before me on this the 27th day of January 2009 by Duane Hatcher and
Kimberly Hatcher, who are personally known to me or who produced
_____ as identification.

Les Michelle Fanelli

Notary Public -- State of Florida

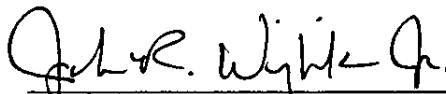
(Seal)



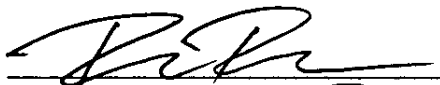
Wingfield Blues, L.L.C.



Witness name printed: Ryan Roberts



John R. Wingfield, Jr., Managing Member
5420 Pine Drive
Raleigh, NC 27606



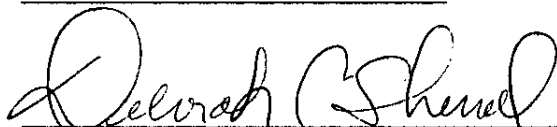
Witness name printed: Ryan Roberts



Lisa L. Wingfield, Managing Member
5420 Pine Drive
Raleigh, NC 27606

STATE OF NORTH CAROLINA
COUNTY OF WAKE

Sworn to and subscribed before me on this the 15th day of January 2009 by John R. Wingfield, Jr. and Lisa L. Wingfield, who are personally known to me or who produced _____ as identification.



Notary Public -- State of NC
Commission Expires April 26, 2011

(Seal)

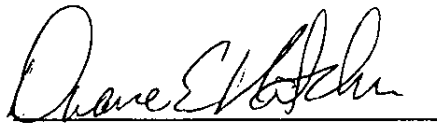
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

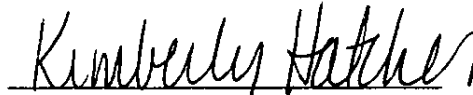
FIRST that BERRYLY MAKIN' IT, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 18811 SE 243rd St., Hawthorne, FL 32640, has named Duane Hatcher, 18811 SE 243rd St., Hawthorne, FL 32640, as its agent to accept service of process within Florida.

Dated: This 27th day of January 2009.

BLUGOLD FARMS, L.L.C.



DUANE HATCHER
Managing Member



KIMBERLY HATCHER
Managing Member

WINGFIELD BLUES, L.L.C.



JOHN R. WINGFIELD, JR.

Managing Member




LISA L. WINGFIELD

Managing Member

SECOND having been named to accept service of process for the above named Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: This 27th day of January 2009.



Duane Hatcher, Res. Agent