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SECRETARY OF STATE
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N. O'Brien JUN 2 - 2009

John A. Dwyer

Attorney at Law

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Masters of Laws in Taxation

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May 26, 2009

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization of PIPPIN FARMS, L.L.C.

Gentlemen:

Enclosed herewith are originals and one copy of Articles of Organization of PIPPIN FARMS, L.L.C., and Certificate of Designation of Registered Agent/Registered Office. Please file these documents in your records and send me one certified copy of the Articles of Organization.

I am enclosing my check in the amount of \$155.00. The total payment to you covers the following expenses:

\$100.00	Filing fee
\$ 25.00	Certificate of Designation of Registered Agent
<u>\$ 30.00</u>	One certified copy of Articles
\$155.00	Total

Thank you for your prompt attention in filing these documents and returning a certified copy of same to me.

Very truly yours,



John A. Dwyer

Enclosures

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ARTICLES OF ORGANIZATION
OF
PIPPIN FARMS, L.L.C.

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

The name of the limited liability company shall be PIPPIN FARMS, L.L.C. ("company").

ARTICLE II

The mailing address and street address of the principal office of the company is 4901 West Miley Road, Plant City, Florida 33565.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Ronald L. Pippin, 4901 West Miley Road, Plant City, Florida 33565.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company in cash or property as agreed between the members.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations 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 all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death of the last surviving member, or the bankruptcy, the dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

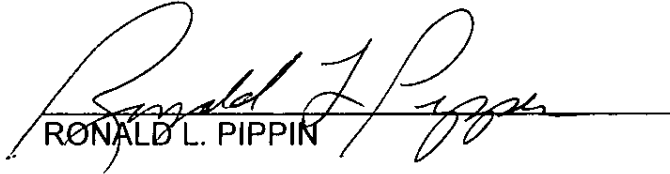
ARTICLE VIII -- MANAGEMENT

The company shall be co-managed by Ronald L. Pippin and Larry B. Pippin in accordance with regulations adopted by the member for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

RONALD L. PIPPIN -- Co Managing General Partner
4901 West Miley Road
Plant City, Florida 33565

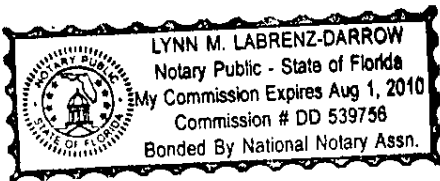
LARRY B. PIPPIN -- Co Managing General Partner
2202 West Holloway Road
Plant City, Florida 33567

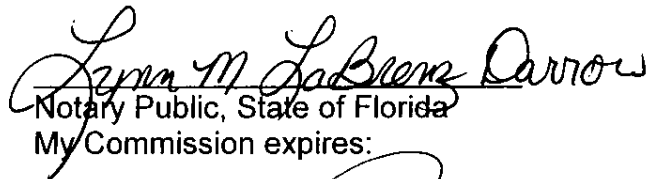
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Plant City, Florida, on May 28th, 2009.

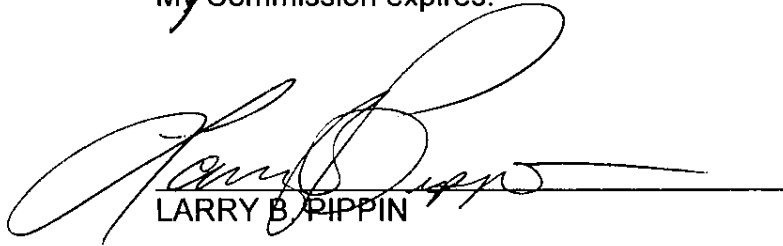

RONALD L. PIPPIN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged under oath before me this 28th day of May, 2009, by RONALD L. PIPPIN, who declared his identity and who produced his Florida Drivers License as personal identification.

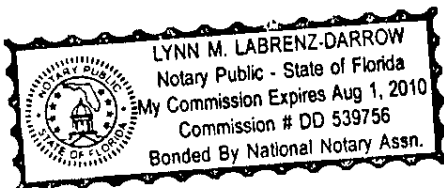


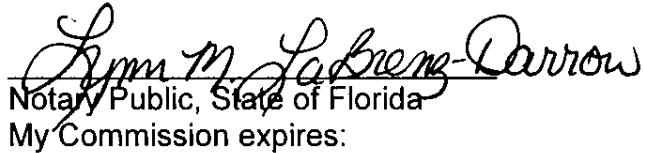

Notary Public, State of Florida
My Commission expires:


LARRY B. PIPPIN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged under oath before me this 28th day of May, 2009, by LARRY B. PIPPIN, who declared his identity and who produced his Florida Drivers License as personal identification.




Notary Public, State of Florida
My Commission expires:

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

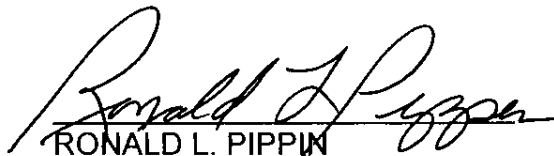
Under the provisions of F.S. 608.414 or 608.507, PIPPIN FARMS, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is PIPPIN FARMS, L.L.C.
2. The name and street address of the registered agent in Florida is:

RONALD L. PIPPIN
4901 West Miley Road
Plant City, Florida 33565

The undersigned, being the person named in the articles of organization of PIPPIN FARMS, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated this 28th day of May, 2009.


RONALD L. PIPPIN
Registered Agent

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