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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
Smith Family Farms of NW Florida, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SMITH FAMILY FARMS OF NW FLORIDA, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is **SMITH FAMILY FARMS OF NW FLORIDA, LLC** (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be perpetual from the date of filing these Articles with the Department of State unless otherwise dissolved pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - MAILING AND STREET ADDRESS
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing and street address for the principal office of the Company is 129 Linstew Drive, Fort Walton Beach, FL 32547.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the registered agent in Florida for the Company is:
WHITNEY L. HIPSH, c/o Fleet Spencer & Kilpatrick, P.A., 1283 N. Eglin Parkway, Suite A,
Shalimar, FL 32579.

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ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the registered agent in Florida for the Company is:
WHITNEY L. HIPSH, c/o Fleet Spencer & Kilpatrick, P.A., 1283 N. Eglin Parkway, Suite A,
Shalimar, FL 32579.

ARTICLE V - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VI - MANAGEMENT

The Company is to be managed by its members and is therefore a member-managed limited liability company.

ARTICLE VII - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is Whitney L. Hipsh, whose address is 1283 N. Eglin Parkway, Suite A, Shalimar, FL 32579.

IN WITNESS WHEREOF, the undersigned has executed these Articles on March _____, 2010, as the authorized representative for the Member(s) of the Company.

By: 

Whitney L. Hipsh, Authorized Representative

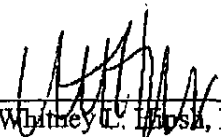
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ACCEPTANCE BY THE REGISTERED AGENT

I, Whitney L. Hipsh, hereby accept appointment as Registered Agent for the Limited Liability Company, Smith Family Farms of NW Florida, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below.

Date: March _____, 2010



Whitney L. Hipsh, Registered Agent

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