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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

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**FLORIDA LIMITED LIABILITY CO.
1347 PRODUCE LLC.**

Certificate of Status	1
Certified Copy	0
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JUN 16 2010

EXAMINER

H10000140678 3

ARTICLES OF ORGANIZATION

OF

1347 PRODUCE LLC.

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The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is: 1347 PRODUCE LLC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV

The principal office and mailing address of this Limited Liability Company in the State of Florida is 1832 NW 21 STREET, MIAMI, FL 33142. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V

REGISTERED OFFICE, REGISTERED AGENT

That 1347 PRODUCE LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

H10000140678 3

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The initial Manager shall be

ARSENIO VIERA of
1832 NW 21 STREET, MIAMI, FL 33142

RIGOBERTO MENENDEZ of
1380 LENAPE DRIVE, MIAMI SPRINGS, FL 33166

WITNESS the hand and seal of the manager in Miami-Dade County, State of Florida, this 15th day of June 2010.

The Manager

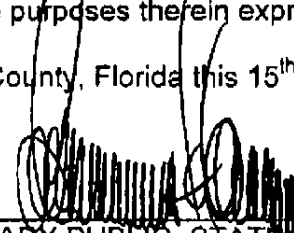

ARSENIO VIERA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, ARSENIO VIERA, as Manager of 1347 PRODUCE LLC, for and on behalf of the entity, who produced _____ as identification or is personally known to me, who being, by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 15th day of June, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Laura Kohn
Commission # DD770888
Expires: MAY 16, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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H10000140678 3

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That 1347 PRODUCE LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA P.A, as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

The Registered Agent:

Arazoza & Fernandez-Fraga P.A.

By: 

Carlos F. Arazoza

Director

June 15, 2010

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