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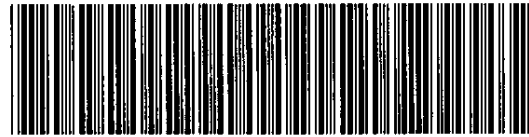
(Business Entity Name)

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EXAMINER

**KIMBROUGH & KOACH, LLP**

*Attorneys at Law*

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PLEASE REPLY TO:  
SARASOTA

June 7, 2011

Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Island Fresh Market, LLC

Ladies and Gentlemen:

Please accept for approval and filing the enclosed Articles of Organization of the above named new Florida limited liability company.

In addition, enclosed is an acceptance of the resident agent designated in the Articles of Organization.

We request the approval and filing of the Articles of Organization, the preparation and transmittal to me of a certified copy of the Articles of Organization.

Enclosed is my check in the amount of \$155.00 representing \$100.00 filing fee, \$25.00 designation and acceptance of resident agent fee, and \$30.00 for certified copy.

Thank you for your attention to this matter.

Very truly yours,

KIMBROUGH & KOACH, LLP

Robert A. Kimbrough

RAK/cp  
Enclosures

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## ARTICLES OF ORGANIZATION

Of

### ISLAND FRESH MARKET, LLC

The undersigned certifies that she and Dan Cleary have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. She further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### ARTICLE I

##### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Island Fresh Market, LLC, and its principal office shall be located at 5604 Marina Drive, Suite A, in the City of Holmes Beach, County of Manatee, State of Florida 34217, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### ARTICLE II

##### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, the company powers shall include the following:

1. To engage in the retail fish and fresh food market business.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do specifically including, but not limited to, the purchase, sale leasing and mortgaging of real property and personal property.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of

the members of this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV

##### MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows:

Nancy Feely  
522 Pine Avenue  
PO Box 1152

Anna Maria, Florida 34210

Dan Cleary  
90 W. Madison Avenue, Suite E177  
Belgrade, MT 59714

Each of the above-named members shall have equal management power and authority.

#### ARTICLE V

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate amount of Forty Thousand Dollars (\$40,000.00) cash shall be paid to the limited liability company in equal amount by the two members. Additional contributions will be made as required for investment or capital purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares unless otherwise agreed by written agreement.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distribution of the profits unless otherwise agreed by written agreement. The distributive share of the profits shall be determined and paid to the members at least annually.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or as otherwise agreed for distribution of profits.

## ARTICLE VIII

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5604 Marina Drive, Suite A, City of Holmes Beach, County of Manatee, State of Florida 34217, and the name of the company's initial registered agent at that address is Nancy Feely.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Island Fresh Market, L.L.C.

Executed by the undersigned at 727 S. Orange Avenue, Sarasota, Florida, on July 7, 2011.



Nancy Feely, Organizing Member

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TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF SARASOTA

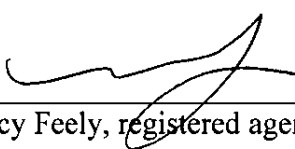
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Island Fresh Market, LLC.

The name of the registered agent for Island Fresh Market, LLC is Nancy Feely and the street address of the company's principal office where the agent is located is 5604 Marina Drive, Suite A, Holmes Beach, Florida 34217.

This statement is to acknowledge that, as indicated above, Island Fresh Market, LLC has appointed me, Nancy Feely, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

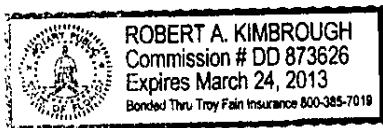
Dated: July 7, 2011..

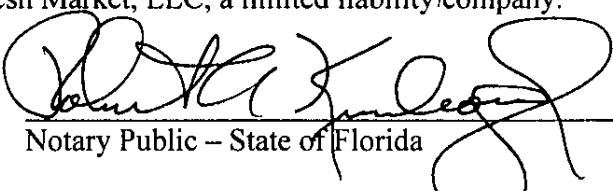
  
Nancy Feely, registered agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of June 2011, by Nancy Feely, agent on behalf of Island Fresh Market, LLC, a limited liability company.



  
Notary Public – State of Florida

Personally Known OR Produced Identification yes Type  
of Identification Produced FL Driver License