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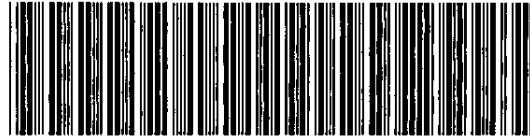
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUN 13 2012

EXAMINER



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com
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AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE

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REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937
Toll Free: 888-415-5019

June 5, 2012

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314-6327

RE: Barnes Investments I, LLC

Dear Sirs:

Enclosed herewith for filing are Articles of Organization for the above-captioned corporation. A copy of the Articles of Organization is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$155.00 is enclosed to cover the following costs:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Form	25.00

Total \$155.00

Thank you for your cooperation in this matter.

Sincerely,

J. KELLY KENNEDY, ESQUIRE

JKK/mig

Enclosures

xc: Barnes Investments I, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
BARNES INVESTMENTS I, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **BARNES INVESTMENTS I, LLC.**

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually from the date of filing with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This Limited Liability Company is organized for the purpose of commercial cold storage and such other lawful business in the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be at the following street address: 710 Country Walk Cove, Eagle Lake, Florida 33839, and such other place or places as the member(s) from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: P.O. Box 912, Eagle Lake, Florida 33885.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Limited Liability Company shall be **JEFFRY D. BARNES**. The initial registered office address shall be 710 Country Walk Cove, Eagle Lake, Florida 33839, in Polk County, Florida.

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ARTICLE VI
MANAGEMENT

The Limited Liability Company will be managed by an initial Manager, **JEFFRY D. BARNES**. **JEFFRY D. BARNES** shall serve as initial Manager until the first organizational meeting of members or until his successor is elected and qualifies. The name and address of the initial Manager is:

JEFFRY D. BARNES
710 Country Walk Cove
Eagle Lake, Florida 33839

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: additional members are to be admitted as members of the company only by the unanimous vote of the subscriber(s) and in accordance with applicable law.

ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Limited Liability Company and in accordance with applicable law.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the party hereto has executed these Articles of Organization on the 5th day of June, 2012.



JEFFRY D. BARNES, as Trustee of the Jeffry D. Barnes and Laura L. Barnes Revocable Living Trust U/A/D 12/22/11, Member

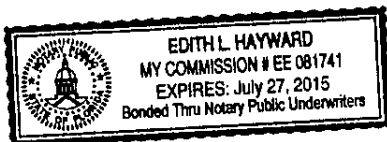


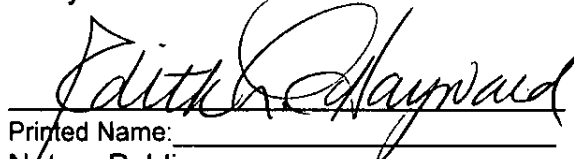
LAURA L. BARNES, as Trustee of the Jeffry D. Barnes and Laura L. Barnes Revocable Living Trust U/A/D 12/22/11, Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of June, 2012, by **JEFFRY D. BARNES and LAURA L. BARNES, as Trustees of the Jeffry D. Barnes and Laura L. Barnes Revocable Living Trust U/A/D 12/22/11**, who personally appeared before me, who are known to me to be the persons who executed the foregoing Articles of Organization and produced Florida Driver's License as identification or are personally known to me.

(SEAL)



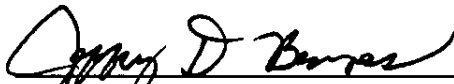

Printed Name: _____
Notary Public

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TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, to accept service of process for the **BARNES INVESTMENTS I, LLC**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent, including those specified in Chapter 608 of the Florida Statutes.

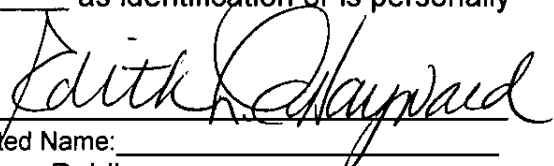
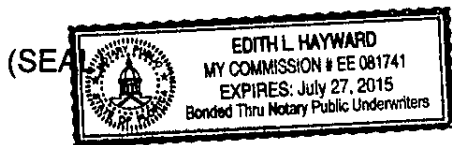
Dated: June 5, 2012.



JEFFRY D. BARNES, Resident Agent

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of June, 2012, by **JEFFRY D. BARNES** who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and produced Florida Driver's License as identification or is personally known to me.



Printed Name: _____
Notary Public

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TALLAHASSEE, FLORIDA