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JACKSONVILLE, FLORIDA 32202

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L95000000151

February 22, 1995

By Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001414051
-02/23795--01096--003
****293.75 ****293.75

Re: Morris Dairy Farm, L.C.

Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Organization of Morris Dairy Farm, L.C.;
2. An original and one copy of the Affidavit of Membership and Contributions for Morris Dairy Farm, L.C.; and
3. An original and one copy of the Certificate Designating a Registered Agent and Registered Office for Morris Dairy Farm, L.C.

We would appreciate your filing the original of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$293.75 to cover the filing fee and the cost of obtaining a certificate of status.

Very truly yours,

Loretta Z. Talbert

Loretta Z. Talbert

LZT/wdw
Enclosures
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OE

MORRIS DAIRY FARM, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the Limited Liability Company is Morris Dairy Farm, L.C. (the "Company").

Article II

Address

The mailing address and street address of the principal office of the Company is Route 1, Box 3741, Glen St. Mary, Florida 32040.

Article III

Duration

The period of duration for the Company is perpetual.

Article IV

Management

The Company is to be managed by a Manager and the name and address of such Manager is Albert L. Higginbotham, Route 1, Box 3741, Glen St. Mary, Florida 32040.

Article V

Admission of Additional Members

The right of the remaining partners to admit additional members and the terms and conditions of the admissions are as follows:

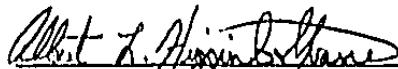
From the date of the formation of the Company, with the unanimous written consent of all the Members (which consent may be unanimously withheld, delayed or conditioned), any Person acceptable to the Members may, subject to the terms and conditions of this Operating Agreement: (i) become an Additional Member in this Company by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine, or (ii) become a Substitute Member as a transferee of a Member's

Interest or any portion thereof in the manner prescribed by Article XI of the Company's Operating Agreement.

Article VI

Members Rights to Continue Business

Provided there are at least two remaining members following the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may by unanimous consent elect to continue the business of the Company.



Albert L. Guginbotham
Its Chief Manager

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

MORRIS DAIRY FARM, L.C.

STATE OF FLORIDA)

COUNTY OF DUVAL)

The undersigned member and authorized representative of Morris Dairy Farm, L.C. (the "Company") deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$14,000.00.

3. The agreed value of the property other than cash contributed by members is \$933,650.00. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members is \$950,000.00. This total includes amounts from paragraphs 2 and 3 above.


Albert L. Higginbotham
Its Chief Manager

Acknowledgment

This affidavit was executed before me this 22 day of February, 1995, by Albert L. Higginbotham, to me personally known or who produced n/a as identification and who did/did not take an oath.



Laurie A. Jones
Name: Laurie A. Jones
Notary Public, State of Florida
at Large.

My commission number:

My commission expires:


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE FOR MORRIS DAIRY FARM, L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Morris
Dairy Farm, L.C.

2. The name and address of the registered agent and
office is:

Millsaps & Thames, P.A.
121 W. Forsyth Street, Ste. 600
Jacksonville, Florida 32202


Albert L. Higginbotham
Its General Manager

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95 FEB 23 PM 10:22
SECRETARY OF STATE
ALLIANCE, FLORIDA
2/21/95

Acceptance by Registered Agent

Having been named as registered agent and to accept
service of process for the above stated limited liability
company at the place designated in this certificate, the
undersigned hereby 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 its duties, and is
familiar with and accept the obligations of its position as
registered agent.

MILLSAPS & THAMES, P.A.

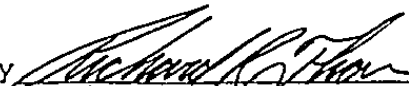
By  2/21/95
Richard R. Thames
Its President

Exhibit A

Property Contributed to Morris Dairy Farm, L.C.

<u>Description</u>	<u>Approximate Values</u>
Double eight herringbone parlor, milk room, office, machinery area, and loafing barn. Built in 1988.	\$100,000.00
Dairy Barn Milking Equipment:	\$ 46,000.00
16 Delaval machines	
16 Auto-matic take offs	
blue Diamond gates	
2500 Gal. Mueller milk tank	
1000 Gal. Milk tank	
10 HP vacuum pump	
40 K.W. Generator	
Refrigerated tube cooler	
2 5 HP Compressors	
Cow Washers	
Hot Water Heaters	
Loafing Barn - 42 x 160 (6720 Sq. Ft.)	\$ 40,000.00
Commodity Barn and Storage	\$ 15,000.00
Lagoon - 20 HP Pump 1800	\$ 8,000.00
Wells - (2) 4" and 4 Septic tanks.	\$ 8,000.00
Real Property:	
220 Acres of farm land located in Suwannee County, Florida.	\$220,000.00
Livestock	\$462,650.00
Equipment:	\$ 34,000.00
1990 7610 Tractor	
1990 1520 Tractor with mower	
24' Stock Trailer	
320 Harsh feed wagon	
TOTAL PROPERTY CONTRIBUTED:	<u>\$933,650.00</u>

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March 21, 1995

Department of State
Division of Corporations
Attention Change of Address
409 East Gaines Street
Tallahassee, Florida 32399

Re: Address Change of Morris Dairy Farm, L.C.

Dear Sir/Madam:

Morris Dairy Farm, L.C. gives notice of a change of address of its principal office and mailing address to the following:

510 Minnesota Avenue, Macclenny, Florida 32063.

Please change your records to reflect Morris Dairy Farm, L.C.'s new address. Your attention to this matter is appreciated.

Very truly yours,

Paulette E. Higginbotham

Paulette E. Higginbotham
Chief Manager of
Morris Dairy Farm, L.C.

PEH/wdw
5340

1-4-95