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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

HAYES FARMS, INC.

96 JAN 19 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Capital Express™
- ☒ Art. of Amend. File L.C.
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☒ Foreign Corp. File
- ☒ () Cert. Copy(s) 30000-1-0005-3
- ☐ Art. of Amend. File 01726/95-01102-010
- ☐ Dissolution/Withdrawal ****397.50L ****397.50L
- ☐ C U B.
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Annual Report/Restatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, _____ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ()
- ☐ Top Priority
- ☐ Express Mail Prep.
- ☐ FAX () pgs.

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED
96 JAN 19 AM 10:25
DIVISION OF CORPORATION

OK 1/22/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/19		
TIME	2:00		CK No.
BY	N.C.		

WALK-IN
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

HAYES FARMS, L.C.

AGREEMENT made as of the 17 day of January, 1996, by and among HOWARD HODOR and JAMES W. SHAW (hereinafter the Members or individually the Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Members hereby create a limited liability company (the "LLC") under Chapter 608, Florida Statutes, the laws of the State of Florida (the "Act") for the purposes described in Article III below.

ARTICLE II

NAME

The name of the LLC shall be HAYES FARMS, L.C., or such other name selected by the Members as may be acceptable to the appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the LLC is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 herein set forth to the same extent as a natural person might or could do.
3. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 herein set forth, 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.

7. 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 LLC, 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 herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The business office of the LLC shall be located at 2700-D NW 43rd Street, Gainesville, Florida 32606, or at such other location as may be agreed in writing by the Members.

ARTICLE V

DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Thousand Dollars (\$10,000.00) cash shall be paid to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall be required to make such additional capital contributions as are agreed upon by a vote of the majority in interest of the Members of the LLC.

ARTICLE VII

LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Members of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

ARTICLE VIII

MANAGEMENT

Management of this LLC is reserved to the Members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOWARD HODOR	2700-D NW 43rd Street Gainesville, FL 32606
JAMES W. SHAW	2700-D NW 43rd Street Gainesville, FL 32606

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 2700-D NW 43rd Street, City of Gainesville, County of Alachua, State of Florida 32606, and the name of its initial registered agent at such address is **JAMES W. SHAW**.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

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

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon 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 LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original members of the LLC, hereby certify that the foregoing constitutes the proposed Articles of Organization of **HAYES FARMS, L.C.**

Executed by the undersigned at Gainesville, Florida on

January 17, 1998.

HOWARD HODOR

JAMES W. SHAW

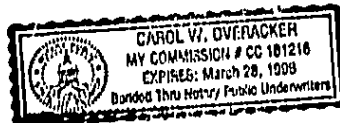
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this
17 day of January, 1996, by HOWARD HODOR and JAMES W.
SHAW, [] who have produced a driver's license issued within 5
years from date as identification; OR [☒] who are personally
known to me; OR [] who produced Other: _____,
as identification.

Carol W. Overacker
Notary Public
Printed Name:
Commission No.:

My Commission Expires:

(Affix Notary Seal)



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **HAYES FARMS, L.C.**, deposes and says:

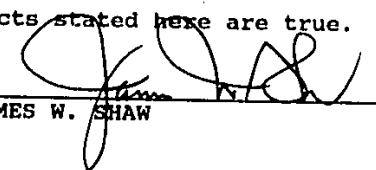
(1) The above named limited liability company has at least two members.

(2) The total amount of cash contributed by the members is \$10,000.00.

(3) If any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part of this affidavit.

(4) The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.



JAMES W. SHAW

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

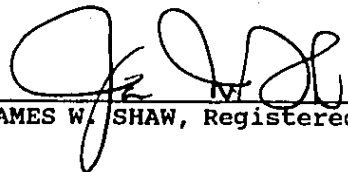
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **HAYES FARMS, L.C.**

(2) The name and address of the registered agent and office is **JAMES W. SHAW, 2700-D NW 43rd Street, Gainesville, Florida 32606.**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the 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: 11/17/96


JAMES W. SHAW, Registered Agent