

L960000000749

PULLUM & PULLUM, P. A.
ATTORNEYS AND COUNSELLORS AT LAW

J. STEPHEN PULLUM
MARYOETH L. PULLUM

July 9, 1996

FILED
96 JUL 12 AM 8:20
SECRET
TALLAHASSEE, FLORIDA
OFFICE BOX 402160
SUITE 701 FIRST FAMILY OAKS
1350 W. CITIZENS BLVD.
TALLAHASSEE, FLORIDA 34740-2160
TELEPHONE (904) 728-3000
FAX (904) 728-0003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: GLACIER PURE SOUTHEAST, L.C.

Ladies:

Enclosed please find our firm's check in the amount of \$337.50 to cover the following fees of your office.

Filing Articles of Organization	\$250.00
Certification of Articles	52.50
Filing Resident Agent Form	35.00

We enclose original and one copy of Articles of Organization of this proposed Limited Liability Company, Affidavit of Capital Contributions and executed resident agent form. Please endorse your approval on the copy of the Articles of Organization, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,

Linda H. Hutson
Linda H. Hutson
Legal Assistant

Enclosures
(Glacier\LLC3.1hh)

TH
7-16-96

ARTICLES OF ORGANIZATION OF
GLACIER PURE SOUTHEAST, L.C.

FILED
96 JUL 12 AM 8:29
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") is GLACIER PURE SOUTHEAST, L.C.

ARTICLE II. ADDRESS

The mailing and street address of the Company's principal office is 2620 West Industrial Street, Leesburg, Florida 34748.

ARTICLE III. DURATION

The period of duration for the Company is perpetual, unless sooner terminated, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name of the Company's initial Registered Agent in Florida is J. STEPHEN PULLUM. The address of the Company's registered office in Florida is 1330 W. Citizens Blvd., Suite 701, P. O. Box 492160, Leesburg, Florida 34748.

ARTICLE V. MANAGEMENT

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial Manager is JOE E. HILL, whose address is 2620 W. Industrial Street, Leesburg, FL 34748.

ARTICLE VI. ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII.

The remaining members of the Company have the right to continue the business on 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 9th day of July, 1996, at Leesburg, Florida.

Witnesses:

HILL MILLING, INC.

Stacy Sharp
[Signature]

By: Joe E. Hill
JOE E. HILL, President

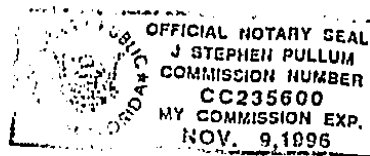
"MEMBER"

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9th day of July, 1996, by JOE E. HILL, as President of HILL MILLING, INC., a Florida corporation. Said person did not take an oath and (check one) X is personally known to me, _____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____.

[Signature]
Printed Name: _____
NOTARY PUBLIC State of Florida
Commission # _____
My Commission Expires: _____

(Glacier\LLC1.1hh)



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
96 JUL 12 AM 8:29
SECRET
TALLAHASSEE FLORIDA

Before me the undersigned duly authorized in the State and County below said to take acknowledgements, personally appeared JOE E. HILL, who upon being by me duly sworn, deposes and says:

1. That he is the Manager of GLACIER PURE SOUTHEAST, L.C.
2. That the Limited Liability Company, GLACIER PURE SOUTHEAST, L.C., has at least two Members. The names and addresses of the Members are:

HILL MILLING, INC.
2620 W. Industrial Street # G47579
Leesburg, FL 34748

CRAIG D. BROWN
2620 W. Industrial Street
Leesburg, FL 34748

ALBERT C. BOSTWICK
2620 W. Industrial Street
Leesburg, FL 34748

GEORGE S. BROWN
2620 W. Industrial Street
Leesburg, FL 34748

3. The Members have made cash contributions in the following amounts:

<u>Name of Member</u>	<u>Amount of Cash Contribution</u>
HILL MILLING, INC.	\$10,000.00
CRAIG D. BROWN	\$ -0-
ALBERT C. BOSTWICK	\$ -0-
GEORGE S. BROWN	\$ -0-

4. A description and agreed upon value of property other than cash as contributed by the Members is as follows:

<u>Name of Member</u>	<u>Description</u>	<u>Value</u>
HILL MILLING, INC.	None	None
CRAIG D. BROWN	None	None
ALBERT C. BOSTWICK	None	None
GEORGE S. BROWN	None	None

5. The amount anticipated to be contributed by the Members, including amounts of numbers 3 and 4 above, is:

<u>Name of Member</u>	<u>Amount of Contribution</u>
HILL MILLING, INC.	\$ <u>10,000</u> ⁰⁰
CRAIG D. BROWN	\$ <u>0</u>
ALBERT C. BOSTWICK	\$ <u>0</u>
GEORGE S. BROWN	\$ <u>0</u>

Dated: July 9th, 1996, at Leesburg, Florida.

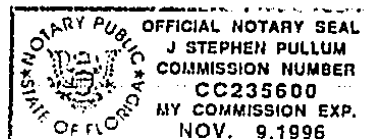
Joe E. Hill
JOE E. HILL

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9th day of July, 1996, by JOE E. HILL, as Manager of GLACIER PURE SOUTHEAST, L.C. Said person did not take an oath and (check one) 1 is personally known to me, _____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or _____ produced other identification, to wit: _____.

[Signature]
Printed Name: _____
Notary Public State of Florida
Commission Number: _____
My Commission Expires: _____

(Glacier\LLC4.1hh)



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

96 JUL 10 AM 8 29
FILED
STATE OF FLORIDA

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

FIRST-- THAT GLACIER PURE SOUTHEAST, L.C. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LEESBURG, STATE OF
FLORIDA, HAS NAMED J. STEPHEN PULLUM, LOCATED AT 1330 W. CITIZENS
BLVD., SUITE 701, CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE J. S. Pullum
(Corporate Officer)

TITLE Manager

DATE 7/9/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED L.C., 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.

SIGNATURE [Signature]
(Resident Agent)

DATE 7-9-96

(Glacier\LLC2.lhh)