

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-0200

TELECOPIER (813) 223-9020

MAHLON H. BARLOW, III
JOHN R. BUSH
JAMES O. DAVIS, III
SAMUEL R. DULCIMARCOLO
PATRICIA LANANTA DOUGLAS
LEE E. DRYER
RICHARD N. EYU
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY J. GREENBL
RICHARD M. HADLOW
LISA HOPPE
PAUL J. JUEY
* (813) 224-0200

DAVID M. JEFFRIES
CHRISTINE M. POLAND
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN P. RUDY, II
EDWARD O. SAVITZ
ALICE H. SCHERER
D. H. SMITH, II
H. J. STANLEY
JEFFREY E. STANLEY
PAUL D. THOMPSON
DAVID L. WILLIAMS

December 3, 1996

Via Federal Express

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

100002019551-1-6
-12/04/96--01078--000
****337.50 ****337.50

Re: Eurofruit Holdings, L.L.C.
Our File No.: FIM-0

EFFECTIVE DATE
12-2-96

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization and Affidavit, together with a firm check in the amount of \$337.50, for full payment of the following:

| | |
|---|----------|
| Filing Fee for Articles of Organization and Affidavit | \$250.00 |
| Designation of Registered Agent | \$ 35.00 |
| Certified Copy | \$ 52.50 |

RECEIVED
6 DEC -4 AM 9:18
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Please file the original Articles of Organization and Affidavit and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Sincerely,

Carmen M. White

Carmen M. White
Legal Assistant to
John N. Giordano

/cmw
Enclosures
cc: Herbert Fiss
0011219

12/6

**ARTICLES OF ORGANIZATION
OF
EUROFRUIT HOLDINGS, L.L.C.**

The undersigned, acting as a member of the captioned limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company shall be EUROFRUIT HOLDINGS, L. L.C. (hereinafter, the "Company").

ARTICLE II

Period of Duration

The Company shall commence its existence on December 2, 1996, and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

ARTICLE III

Address of Principal Office

The Company's mailing address and the street address of its principal office shall be 10316 Kingfisher, West, Bradenton, Florida 34209.

FILED
DEC-4 AM 9:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-2-96

ARTICLE IV

Name and Street Address of Initial Registered Agent

The Company's initial registered agent shall be John N. Giordano, whose address is 220 South Franklin Street, Tampa, Florida, 33602.

ARTICLE V

Additional Members

The members are authorized to admit additional members to the Company in the manner set forth in the Company's Regulations.

ARTICLE VI

Continuation of the Company

The Company shall automatically dissolve upon 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, unless the holders of a majority of the Units (as that term is defined in the Company's Regulations) of the Company determine to continue the business of the Company.

ARTICLE VII

Management of the Company

The Company is to be managed by managers and the Company shall have four managers initially, whose names and addresses are:

Herbert W. Fiss
10316 Kingfisher West
Bradenton, Florida 34209

Mark A. Grovic
50 Mason Street, #7a
Greenwich, Connecticut 06830

Thomas E. Peterson
136 East Joplin Court
Hernando, Florida 34442

Geoffry Spinks
"Catkins", Exton
Exeter, Devonshire
EX3 OPW United Kingdom

The initial managers shall serve the Company for the ensuing year until the next annual meeting of the Company's members, or until their successors are duly elected and seated. The number of managers may be increased or decreased from time to time in accordance with the provisions of the Company's Regulations, but shall never be less than one.

ARTICLE VII

Regulations

The power to adopt, alter, amend or repeal the Company's Regulations shall be vested in its members, to the extent and in the manner described therein.

ARTICLE VIII

Indemnification

The Company shall indemnify any managing member, manager, officer, employee or agent of the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns in the manner and to the extent contemplated by §608.4363, Florida Statutes, or any successor thereto.

In witness whereof, the undersigned member has executed these Articles of Organization on December 3, 1996.

EUROFRUIT HOLDINGS, L.L.C.

By: 
Herbert W. Fiss, Member

0110159.01

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, EuroFruit Holdings, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 220 South Franklin Street, Tampa, Florida, 33602, as its Registered Office.

EUROFRUIT HOLDINGS, L.L.C.

By: 

Herbert W. Fiss, Member

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.407, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.


John N. Giordano

0110159.01

96 DEC -4 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member of EuroFruit Holdings, L.L.C., in accordance with the provisions of *Fla. Stat.* §608.407(2), declares that:

1. EuroFruit Holdings, L.L.C., an entity intending to qualify as a Florida limited liability company (the "Company"), presently has at least two members.
2. The members of the Company have made capital contributions to the Company of cash, property and/or services having a fair market value of \$300,000 and anticipate effecting further contributions so that the fair market value of the total contributions to be made by the members to the Company will be \$800,000.

EUROFRUIT HOLDINGS, L.L.C.

By: Herbert W. Fiss
Herbert W. Fiss, Member

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

0110159.01

FILED
96 DEC -4 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA