

220 NORTH FRANKLIN STREET  
TAMPA, FLORIDA 33602

MAHLON H. BARLOW, III  
JOHN R. BUSH  
JAMES O. DAVIS, III  
SAMUEL R. DULCINASCULO  
PATRICIA LABARTA DOUGLAS  
LEE L. DRYER\*  
RICHARD K. FUEYO  
J. STEPHEN GARDNER  
JOHN N. GANDANO  
JEFFREY GREENBERG  
RICHARD L. HADLEY  
LIDA KUPPE  
PAUL K. KUEZ  
\*A. J. ... To ...

(U) 224-0200

TELECOPIER (013) 223-0020

DAVID M. JEFFRIES  
CHRISTINE M. POLANS  
ALEXANDRA M. BERNARD  
JEREMY P. ROSS  
JOHN F. RUDY, II  
EDWARD O. BAVITZ  
ALICIA J. SCHUMACHER  
DANIEL H. BERNARD  
NEAL J. ROSS  
HARVEY K. BERNARD  
JEFFREY W. WILSON  
PAUL D. WILSON  
DANIEL J. WILLIAMS

**December 3, 1996**

300002019558--0  
-12/04/96--01078--003  
+++337.50 +++337.50

Re: Eurofruit & Juice Products, North America, L.L.C.  
Our File No.: FIM-0

**EFFECTIVE DATE**  
**12-2-96**

<b>Filing Fee for Articles of Organization and Affidavit</b>	<b>\$250.00</b>
<b>Designation of Registered Agent</b>	<b>\$ 35.00</b>
<b>Certified Copy</b>	<b>\$ 52.50</b>

Sincerely,

**Carmen M. White**  
Legal Assistant to  
John N. Giordano

/cmw  
Enclosures  
cc: Herbert Fiss  
112124

96 DEC -4 AM 9:27  
DEPT. OF STATE  
TALLAHASSEE FLORIDA

11-11-11

**ARTICLES OF ORGANIZATION  
OF  
EUROFRUIT & JUICE PRODUCTS, NORTH AMERICA, 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 & JUICE PRODUCTS, NORTH AMERICA, L. L.C.** (hereinafter, the "Company").

FILED  
96 DEC 4 AM 5  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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.

EFFECTIVE DATE  
12-2-96

**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.

#### 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 three managers initially, whose names and addresses are:

Herbert W. Fiss  
10316 Kingfisher West  
Bradenton, Florida 34209

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 & JUICE PRODUCTS,  
NORTH AMERICA,, L.L.C.

By: \_\_\_\_\_

  
Herbert W. Fiss, Member

0112117.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, EuroFruit & Juice Products, North America, 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 & JUICE PRODUCTS,  
NORTH AMERICA, 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

0112117.01

**FILED**  
96 DEC -4 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

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

1. EuroFruit & Juice Products, North America, 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 \$1,000 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 \$2,000.

EUROFRUIT & JUICE PRODUCTS,  
NORTH AMERICA, L.L.C.

By: \_\_\_\_\_

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.)

0112117.01

FILED  
96 DEC -4 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA