

Root.

William J. Voges
Executive Vice President
General Counsel

BY FEDERAL EXPRESS

December 20, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

525 Fentress Boulevard
Post Office Box 2860
Daytona Beach, Florida 32120
Tel 904 258 4700
Fax 904 252 2357

200002042862--7
-12/31/96--01100--009
****337.50 ****337.50

Re: Root L.L.C.

Dear Sir or Madam:

Enclosed for filing please find Articles of Organization for Root L.L.C.

Our check in the amount of \$337.50 is enclosed to cover the following costs:

\$250.00	Filing Fee
35.00	Acceptance by Registered Agent
<u>52.50</u>	Certified Copy
\$337.50	

Please return the certified copy of the filing to me at your earliest convenience.

Please note that the enclosed certificate must be filed prior to December 31, 1996.

If you have any questions, please contact me at (904) 258-4761, or, in my absence, Bill Voges at (904) 258-4744.

Thank you for your assistance.

Sincerely,

Dru W. Perry
Dru W. Perry
Legal Assistant

Enclosures

Dmc
12-26-96

FILED
96 DEC 23 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

FILED
96 DEC 23 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is: Root L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address: Post Office Box 2860
Daytona Beach, FL 32120-2860

Street Address: 525 Fentress Boulevard
Daytona Beach, FL 32114

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Chapman J. Root, II	525 Fentress Boulevard	Daytona Beach, FL 32114
Susan Root Graham	525 Fentress Boulevard	Daytona Beach, FL 32114
William S. Root	525 Fentress Boulevard	Daytona Beach, FL 32114
R. Christopher Root	525 Fentress Boulevard	Daytona Beach, FL 32114
John S. Root	525 Fentress Boulevard	Daytona Beach, FL 32114
J. Preston Root	525 Fentress Boulevard	Daytona Beach, FL 32114
William J. Voges	525 Fentress Boulevard	Daytona Beach, FL 32114
James L. Devis	525 Fentress Boulevard	Daytona Beach, FL 32114

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

All of the members must consent to admit any new member. If all members consent, an additional member can be admitted upon receiving an interest from another member or in exchange for a capital contribution.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

All of the remaining members can agree to continue the company upon any event described above within ninety (90) days of any event which terminates the continued membership of a member.

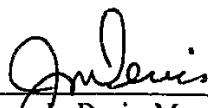


James L. Devis, Manager

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of authorized representative of a member of ^{Root}~~Wholesome Foods~~
L.L.C. deposes and says:

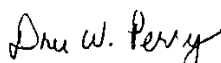
1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00
3. If any, the agreed value of property other than cash contributed by members is \$N/A.
4. The total amount of cash and property anticipated to be contributed by members is \$10,000.00. This total includes amounts from 2 and 3 above.


James L. Devis, Manager

FILED
96 DEC 23 PM 2:24
SEC. OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me
this 19th day of December, 1996.


Dru W. Perry
Notary Public, State of Florida
My commission expires:



Dru W. Perry
MY COMMISSION # CC581060 EXPIRES
October 17, 2000
BONDED THRU TRICY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED


96 DEC 23 PM 2:24

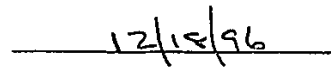
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, **FLORIDA**
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Root L.L.C.
2. The name and address of the registered agent and office is:

William J. Voges
525 Fentress Boulevard
Daytona Beach, FL 32114

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, 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.


William J. Voges
(Name)


12/18/96
(Date)