

L97000000679

James A. Konides

Attorney at Law

1601 W. Marion Ave.
Suite 103

Punta Gorda, Florida 33950

Telephone (941) 575-6908

Facsimile (941) 575-7571

Department of State
Division of Limited Liability Company's
P.O. Box 6327
Tallahassee, FL. 32314

SUBJECT: TruFruit International, L.C.

Enclosed please find an original and one (1) copy of the articles of organization for the above Limited Liability Company. A check in the amount of \$ 285.00 is included.

400002212334--9
-06/16/97--01013--001
****285.00 ****285.00

FROM: Jim Konides
1601 W. Marion Ave., #103
Punta Gorda, FL 33950
(941) 575-6908

Thank you for your assistance,



Jim Konides

FILED
97 JUN 23 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~m 6/23/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

JAMES A. KONIDES, ESQ.
1601 W. MARION AVE. #103
PUNTA GORDA, FL 33950

SUBJECT: TRUFRUIT INTERNATIONAL, L.C.
Ref. Number: W97000014045

We have received your document for TRUFRUIT INTERNATIONAL, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00032164

ARTICLES OF ORGANIZATION

OF

TruFruit International, L.C.

FILED
97 JUN 23 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE 1 NAME

The name of the Limited Liability Company shall be:

TruFruit International, L.C.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be:

TruFruit International, L.C.
204-D East McKenzie Street
Punta Gorda, FL 33950

ARTICLE III PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from date of filing until the first to occur of the following:

- a) December 31, 2020
- b) Dissolution in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jim Konides, Esq.
1601 W. Marion Ave., #103
Punta Gorda, FL 33950

ARTICLE V PURPOSES

The purpose for which the Limited Liability Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE VI CAPITAL CONTRIBUTIONS

The total amount of cash and/or a description of agreed value of property other than cash contributed to the Limited Liability Company is as follows:

Werner Ebner

\$ 1,000.00

The Limited Liability Company shall have the right to accept additional capital contributions at any time at the discretion of the Members.

ARTICLE VII CLASSES OF MEMBERS

The Limited Liability Company shall have one class of members, which shall be designated as equity owners.

ARTICLE VIII MEMBERSHIP RESTRICTIONS

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

A member's interest in the limited liability may not be sold or otherwise transferred except with the written consent of a majority of the members.

ARTICLE IX CONTINUITY OF BUSINESS

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 Limited Liability Company, the business of the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining equity owners of the Limited Liability Company.

ARTICLE X MANAGEMENT

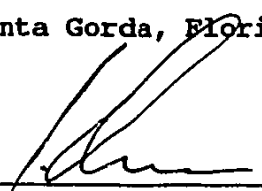
The Limited Liability Company shall be managed by its members or by designated managers.

ARTICLE XI REGULATIONS

Except as specifically provided in the regulations, the power to adopt, alter, amend, or repeal the regulations shall be vested in the members.

Executed in Punta Gorda, Florida this 10 day of June, 1997.

MEMBERS:




Werner Ebner

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

TruFruit International, 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 member(s) is \$ 1,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- .
 A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0- .
- 5) the total amount of 2, 3, and 4 is \$ 1,000 .



Signature of a member or authorized representative of a 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.)

FILED
97 JUN 23 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Limited Liability Company is TruFruit International, L.C.

The name and address of the registered agent is:

Jim Konides
1601 W. Marion Ave., Suite 103
Punta Gorda, FL 33950

Signature

Date

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.

Signature

Date

FILED
97 JUN 23 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA