

Root

William J. Voges
President - C.E.O.
General Counsel

L970000000869

525 Fentress Boulevard
Post Office Box 2850
Daytona Beach, Florida 32120
Tel. (904) 259-4744
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August 6, 1997

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

200002261712--8
-08/08/97--01088--001
***\$337.50 ***\$337.50

Re: Root Commodities Trading, LLC

Dear Sir or Madam:

Enclosed for filing please find the Articles of Organization, Affidavit of Membership Contributions and Certificate of Designation of Registered Agent and Registered Office for Root Commodities Trading, LLC. Also enclosed is our check in the amount of \$337.00 to cover the filing fees.

Please call me at (904) 258-4761 if you have any questions.

Thank you.

Sincerely,

Dru W. Perry

Dru W. Perry
Legal Assistant

Enclosures

cc: Mr. John Park
Mr. Robert C. Beasley

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DIVISION OF CORPORATIONS
97 AUG -8 PM 3:49

8-8-97

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

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ARTICLE I -- Name:

The name of the Limited Liability Company is:

Root Commodities Trading, LLC

ARTICLE II -- Address:

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

**525 Fentress Blvd.
P.O. Box 2860
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 Blvd.
Daytona Beach, FL 32114**

**William J. Voges
525 Fentress Blvd.
Daytona Beach, FL 32114**

**Eileen M. Dittbenner
525 Fentress Blvd.
Daytona Beach, FL 32114**

ARTICLE V

No contract or transaction between the Company and one or more of its officers or

managers, or between the Company and any other limited liability company, corporation, partnership, association, or other organization in which one or more of its officers or managers are managers, directors, officers, shareholders, or members, or have a financial interest, shall be void or voidable solely for this reason, or solely because the officer or manager is present at or participates in the meeting of managers of the Company which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. Common or interested managers may be counted in determining the presence of a quorum at a meeting of the managers of the Company which authorizes the contract or transaction.

Managers, officers, employees, agents, and persons identified in the Florida Limited Liability Company Act shall be indemnified to the fullest extent permissible by applicable law and the circumstances under which the Company is required or permitted to indemnify any such person is not restricted.

A manager of the Company shall not be personally liable to the Company or its members for monetary damages for any act or omission in his capacity as a manager, except to the extent otherwise expressly provided by a statute of the State of Florida. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a manager of the Company existing at the time of the repeal or modification.

ARTICLE VI

Any action required to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the members entitled to vote on the action were present and voted.

IN WITNESS WHEREOF, I have hereunto set my hand on this 28 day of July, 1997.


Chapman J. Root, II

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Root Commodities Trading, LLC 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 \$12,000
- 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 \$12,000

Chapman V. Root, II

7/28/97
(Date)

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

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 Commodities Trading, LLC

2. The name and address of the registered agent and office is:

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

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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

July 28, 1997

Date