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Larry Collins
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December 12, 1997

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002377530--7
-12/19/97--01039--002
****285.00 ****285.00

Re: Adler Farms, L.C.
Articles of Organization

Dear Sir/Madam:

We enclose for filing original of Articles of Organization for Adler Farms, L.C. and my attorney trust account check in the amount of \$285.00 in payment of your fees.

I enclose also a copy of the Articles of Organization and request that you return the copy marked filed.

Sincerely yours,

Larry Collins

Name	12/23/97
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Member	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

ADLER FARMS, L.C.

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is ADLER FARMS, L.C.

**ARTICLE TWO
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is 6 Trent Court, Morristown, New Jersey 07960.

**ARTICLE THREE
DURATION**

The period of duration for the Limited Liability Company is twenty-five (25) years.

**ARTICLE FOUR
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Steven H. Adler
6 Trent Court
Morristown, NJ 07960

Herb Adler
5530 NW 96th Lane
Ocala, FL 34482

**ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be my unanimous consent of existing members and a capital contribution by new members as determined by existing members at a meeting called for that purpose.

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**ARTICLE SIX
MEMBERS' RIGHT TO CONTINUE BUSINESS**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the surviving or remaining members shall have the right to continue the business of the Limited Liability Company after making due provision for the purchase of such deceased, retired, resigned, expelled, bankrupt or dissolved member's interest in the Limited Liability Company, as set out in the regulations adopted by the members.

**ARTICLE SEVEN
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Adler Farms, L.C. certifies:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$ 120,000.
3. No property other than cash has been or is anticipated to be contributed by any member.
4. The total amount of cash contributed and anticipated to be contributed by members is \$ 120,000.


STEVEN H. ADLER

In accordance with FS § 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts states herein are true.

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ADLER FARMS, L.C.
2. The name and the Florida street address of the registered agent are:

LARRY COLLINS
415 NW 1st Ave
Ocala, FL 34475

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 the obligations of my position as registered agent.



SIGNATURE

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