



THE UNITED STATES
CORPORATION
COMPANY

L98000000300

ACCOUNT NO. : 072100000032

REFERENCE : 734878 4804992

AUTHORIZATION : Patricia Pjute

COST LIMIT : \$ 285.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 PM 3:09

ORDER DATE : March 10, 1998

ORDER TIME : 1:17 PM

ORDER NO. : 734878-005

CUSTOMER NO: 4804992

CUSTOMER: Ms. Michelle Alessi
SCOGGINS & GOODMAN, P.C.

245 Peachtree Center Ave. N.e.
2800 Marquis One Tower
Atlanta, GA 30303

100002453101--3

54840013326

DOMESTIC FILING

NAME: SOFRAN CITRUS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: _____

rk
3/10/98

FILED
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 PM 3:15
98 MAR 10 PM 3:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SOFRAN CITRUS, L.C.
Ref. Number: W98000005358

RESUBMIT

Please give original
submission date as file date

FILED
SECRETARY OF CORPORATIONS
DIVISION OF
98 MAR 10 PM 3:11

We have received your document for SOFRAN CITRUS, 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):

The AFFIDAVIT must state the amount of NON-CASH PROPERTY being contributed by the members. If none, state that "NO NON-CASH PROPERTY HAS BEEN OR WILL 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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00013050

REC
98 MAR 11
DEPARTMENT
DIVISION OF
TALLAHASSEE

RECEIVED
98 MAR 11 PM 12:15
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOFRAN CITRUS, L.C.**

ARTICLE I

The name of the Limited Liability Company is Sofran Citrus, L.C. (the "Company").

ARTICLE II

The mailing address and street address of the principal office of the Company is 808 Third Street, Suite C, Neptune Beach, Florida 32266.

ARTICLE III

The latest date upon which the Company shall be dissolved is December 31, 2058.

ARTICLE IV

The Company is to be managed by its managers. The names and addresses of the managers who shall serve as managers are:

Robert Rouleau
808 Third Street
Suite C
Neptune Beach, Florida 32266

Norman Zavalkoff
5500 Ave Royalmount
Suite 200
Ville Mont-Royal
Quebec, Canada H4P 1H7

ARTICLE V

The right of the members to admit additional members shall be governed by the Operating Agreement of the Company.

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98 MAR 10 PM 3:11

ARTICLE VI

The right of the members to continue the business upon the occurrence of any event which terminates the continued membership of a member shall be governed by the Operating Agreement of the Company.


Robert Rouleau, Manager

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SOFRAN CITRUS, L.C.**

The undersigned member or authorized representative of a member of Sofran Citrus, (the "Company") certifies:

1. The Company has at least two members;
2. The total amount of cash contributed by the members is \$100.00
3. The total amount of cash contributed and anticipated to be contributed by members is \$100.00.
4. No non-cash property has been or will be contributed by the members.

The execution of this affidavit constitutes an affirmation under the penalties or perjury that the facts stated herein are true.


Robert Rouleau, Manager

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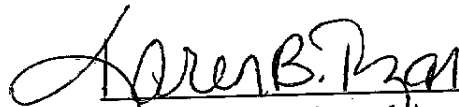
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

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1. The name of the limited liability company is Sofran Citrus, L.C. (the "Company")
2. The name and the Florida street address of the registered agent are Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301.

Having been named as a 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 of Registered Agent

Karen B. Rozar, As Its Agent