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OF COUNSEL:

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HARRIET RAE FREEMAN

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

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*****293.75 *****293.75

SUBJECT: Articles of Organization - All Agro American, LLC

Enclosed is an original and one (1) copy of the Articles of Organization and a law firm check in the amount of \$293.75. This covers the following:

\$250.00 Filing Fee for Articles of Organization and Affidavit
35.00 Designation of Registered Agent
8.75 a certificate of status

Please respond with a letter of acknowledgment.

Sincerely,



Don R. Boswell

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DIVISION OF CORPORATIONS
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DRB:ps

Encl

Name	MAH
Availability	MAH
Date	MAH
Exa. per	MAH
Under	MAH
Verify	MAH
Administrative Agent	MAH
Verify	MAH

5-96-964

**ARTICLES OF ORGANIZATION FOR
ALL AGRO AMERICAN, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: ALL AGRO AMERICAN, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1101 Seafarer Circle, #505, Jupiter, FL 33477.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be for thirty years, but may be extended by the Members.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a Board of Directors, elected by the Members, pursuant to the terms set forth in the Operating Agreement. The initial members and directors are as follows:

Walter Mario Godde
1101 Seafarer Circle, #505
Jupiter, FL 33477

Rex Neil Boyd
1100 Beacon Parkway East, V-103
Birmingham, AL 35209

Don R. Boswell
2875 South Ocean Blvd., Suite 200-33
MAIL: P. O. Box 741
Palm Beach, FL 33480

Raymond G. Magno, Trustee
Raymond G. Magno Trust
1799 S. W. Springfield Court
Palm City, FL 34990

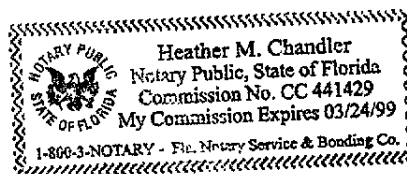
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 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.

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DIVISION OF CORPORATIONS

Heather M. Chandler
Heather M. Chandler
Notary Public-State of Florida




ARTICLE V - Operating Agreement

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement. The Operating Agreement shall govern and control all issues regarding the management of the Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member, Don R. Boswell, deposes and says:

- 1) the above named limited liability company has four initial members;
- 2) the total amount of cash contributed by the members is \$48,000. . . .
- 3) the agreed value of property other than cash contributed by members is \$58,000.
- 4) the total amounts of 2 and 3 is \$106,000.


Don R. Boswell
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Palm Beach, FL 33480
(561) 833-9600

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STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of July, 1998 by **Don R. Boswell**, who is personally known to me, and who did take an oath.

Heather M. Chandler
Heather M. Chandler
Notary Public-State of Florida

