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JEFF J. MCKIBBEN

ATTORNEY AT LAW

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August 6, 1998

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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-08/10/98-01022-002
*****285.00 *****285.00

00789-01117-01115-00671
IN RE: Articles of Organization of
FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization, original and one copy of the Statement Designating Registered Agent and Office and original and one copy of the Affidavit of Membership and Contributions of **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**

Also enclosed is a check for \$285.00.

Filing Fee	\$ 250.00
Designation of registered Agent	\$ 35.00
TOTAL	\$ 285.00

Thank you for your assistance in this matter.

Name	MtH
Availability	MtH
Document Examiner	MtH
Updater	MtH
Updater Verifier	MtH
Acknowledgements	MtH
W. P. Verifier	MtH

U98-1559

\dek
enclosures as stated herein

KICORPORATION\FCL-S.LTI

Sincerely yours,

Dagmar E. Kunkel

Dagmar E. Kunkel
Secretary to Mr. McKibben

Dagmar Kunkel GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 8-24-98
DOC. EXAM MtH

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1998

DAGMAR E. KINKEL
P.O. BOX 1748
WAUCHULA, FL 33873

SUBJECT: FLORIDA CITRUS INTERNATIONAL-SWEETWATER, L.C.
Ref. Number: W98000018199

We have received your document for FLORIDA CITRUS INTERNATIONAL-SWEETWATER, 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 document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00041712

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**ARTICLES OF ORGANIZATION
FLORIDA CITRUS INTERNATIONAL - SWEETWATER,
L.C.**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

The name of the limited liability company, referred to in these Articles as "Company" is **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**

**ARTICLE II
DURATION**

The company shall continue in existence for thirty (30) years from the date of filing of these Articles of Organization with the Department of State, unless sooner dissolved.

**ARTICLE III
PURPOSE**

This limited liability company is organized for the purpose of owning, leasing, and mortgaging land in the State of Florida, and for the purpose of growing, harvesting and marketing a variety of citrus products, and undertaking all activities related thereto.

**ARTICLE IV
PRINCIPAL ADDRESS**

The address of Company's principal place of business in Florida as well as its mailing address is 1682 State Road 64 West, Wauchula, FL 33873.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is Klaus Kunkel. The address of Company's registered office in Florida is 1682 State Road 64 West, Wauchula, FL 33873.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The total amount of property to be contributed by each member shall be at least \$10,000.00.

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Contributions to the Company by each member are as follows:

- (a) Guenter Fanta has made a cash contribution of \$10,000.00.
- (b) Dieter Hofman has made a cash contribution of \$10,000.00.
- (c) Klaus Kunkel and Dagmar Kunkel have made a cash contribution of \$10,000.00

ARTICLE VII ADDITIONAL CONTRIBUTIONS OF MEMBERS

In the event of a catastrophe additional contributions may be required of members in amounts not to exceed US\$1,000.00 per membership unit, but only upon the affirmative vote of 2/3 of the membership units then outstanding.

Article VIII Additional Members

The three (3) initial members shall have the right to admit additional members upon the prospective member's purchase of units in the company until 50 units have been sold and those owners admitted as members. In addition, membership units may be transferred to other members or within a member's immediate family without requiring the consent of the members. Any other transfers shall require the approval of at least 2/3 of the membership units then outstanding.

ARTICLE IX RIGHT TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue to do the business of the company 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.

ARTICLE X MANAGEMENT

The company is to be managed by its members. The following initial members are elected to serve as managing members until the first annual meeting of the members or until their successors are elected and qualified:

Klaus Kunkel
Günter Fanta
Dieter Hofmann

1682 State Road 64 West, Wauchula, FL 33873
Dorfstr. 60, D-97753 Karlstadt-Rohrbach, Germany
Rechtenbacherstr. 40, D-97801 Lohr/Main, Germany

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**ARTICLE XI
RESTRICTION ON MANAGEMENT**

The managing members shall not have the authority to sell or mortgage real estate which is the property of the company unless the action has been authorized by an affirmative vote of at least 2/3 of the membership units then outstanding at a regular meeting of the members or a special meeting duly called for that purpose. The three managing members shall have the authority to sell or mortgage the citrus fruit crop and to caretake the grove at a good level of care.

**ARTICLE XII
WITHDRAWAL FROM THE COMPANY**

A member may withdraw from the company at any time. However, a withdrawing member's membership units are subject to repurchase at 80% of their fair market value, as determined by an appraisal, and the members may impose other restrictions as well.

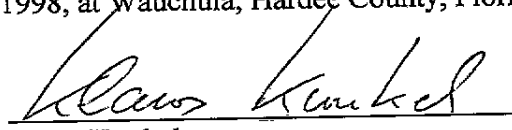
**ARTICLE XIII
VOTING**

Voting on all issues brought before the membership shall be based on membership units and not on the size of each member's capital account.

**ARTICLE XIV
POWER TO ADOPT, ALTER, AMEND OR REPEAL REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of this company.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability company Act, the undersigned have executed these Articles of Organization, this 16th day of August, 1998, at Wauchula, Hardee County, Florida.


Klaus Kunkel

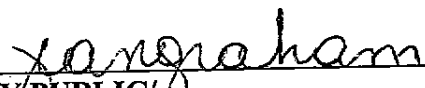
**STATE OF FLORIDA:
COUNTY OF HARDEE:**

Before me, the undersigned authority personally appeared **KLAUS KUNKEL**, who is known to me to be the person who executed the foregoing Articles of Organization and acknowledges before me that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 16th day of August, 1998.

KICORP/FCI-M.AOO
08-05-98




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STATE OF FLORIDA AT LARGE

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA:
COUNTY OF HARDEE:

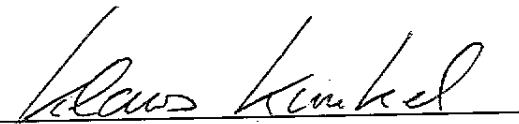
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**

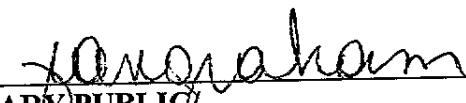
The name of the registered agent for **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.** is Klaus Kunkel, and the street address of the company's principal office is 1682 State Road 64 West, Wauchula, FL 33873.

This statement is to acknowledge that, as indicated above, **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**, has appointed me, Klaus Kunkel, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 6th day of August, 1998.


KLAUS KUNKEL

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by **KLAUS KUNKEL**, agent on behalf of **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**, a limited liability company. He is personally known to me.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA:
COUNTY OF HARDEE:

In compliance with Florida Statutes Section 608.407(2), the undersigned as general partner of **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**, a member of **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**, deposes and says:

1. **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.** has at least three members, Klaus Kunkel and Dagmar Kunkel, Günter Fanta, and Dieter Hofmann.

2. The amount of cash contributed by members is:

Klaus Kunkel and Dagmar Kunkel	\$10,000.00
Günter Fanta	\$10,000.00
Dieter Hofmann	\$10,000.00

3. The total amount of cash or property anticipated to be contributed by the members is \$30,000.00

4. The existing members have not agreed to contribute any other property other than cash.

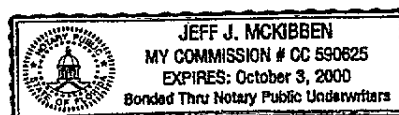
5. Any new members will contribute cash as determined by the existing members. This cash will be in addition to the amount specified in Paragraph 2. *A this time a supplemental Affidavit will be filed with Department of State.*

Klaus Kunkel
Klaus Kunkel - Manager
FLORIDA CITRUS INTERNATIONAL -
SWEETWATER, L.C.

The foregoing instrument was acknowledged before me this 21st day of August, 1998, by **KLAUS KUNKEL**, Manager of the **FLORIDA CITRUS INTERNATIONAL - SWEETWATER, L.C.**, a limited liability company. He is personally known to me.

[Signature]
NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE

K\CORPORATION\FCL-S.AFF



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