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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.  
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ  
PHONE: (305) 577-4166  
(305) 373-6036

FAX #:

NAME: SEACOAST FARMS, L.L.C.

AUDIT NUMBER.....H98000015735

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...1

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 25, 1998

BERMAN WOLFE & RENNERT, P.A.  
CHRISTINA DE HOWARTZ

SUBJECT: SEACOAST FARMS, L.L.C.  
REF: W98000019336

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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

FAX Aud. #: H98000015735  
Letter Number: 098A00043980

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FAX AUDIT NO. H98000015735

ARTICLES OF ORGANIZATION  
OF  
SEACOAST FARMS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I

Name

The name of the company is SEACOAST FARMS, L.L.C.

Article II

Duration

This company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida and shall have perpetual life, unless terminated by all of the members.

Article III

Nature of Business

This company is organized for the purpose of transacting any or all lawful business.

Prepared By:  
Sheila T. Lynch, Esq., #064106  
BERMAN WOLFE & RENNERT, P.A.  
100 S.E. Second Street, #3500  
Miami, Florida 33131-2130  
Phone: (305) 577-4177

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**Article IV**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial mailing address of this company *and principal address is:*

2121 Ponce de Leon Blvd., Penthouse 2  
Coral Gables, Florida 33134

**Article V**

**Initial Registered Office and Agent**

The street address of the initial registered office of this company is NationsBank Tower, Suite 3500, 100 Southeast Second Street, Miami, Florida 33131-2130, and the name of the initial registered agent of this company at that address is Howard J. Vogel.

**Article VI**

**Share Certificates and Contributions**

(a) **Share Certificates.** Each member's interest in the company shall be evidenced by a share certificate.

(b) **Total Initial Contributions:**

Cash Contributions: \$100.00

(c) **Future Required Contributions:** \$ - 0-

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**Article VII**

**Addition of New Members**

No additional members shall be admitted without the unanimous consent of all members.

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Article VIII

Continuation on Death, Retirement, Etc. of Members

Except as otherwise provided in the Operating Agreement among the members, 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 company, the company shall terminate. Notwithstanding the occurrence of any foregoing event of termination, the remaining members may agree to continue the business of the company without limitation in which case the company shall not terminate by reason of the event of termination.

Article IX

Management

Management of the company shall be reserved to the members. The names and addresses of the managing members are:

<u>Name</u>	<u>Street Address</u>
Stuart I. Meyers	2121 Ponce de Leon Blvd., Penthouse 2 Coral Gables, Florida 33134
Jorge Lopez	2121 Ponce de Leon Blvd., Penthouse 2 Coral Gables, Florida 33134
Joel Amaro	12691 S.W. 104 <sup>th</sup> Street Miami, Florida 33186
Jesus Trujillo	12691 S.W. 104 <sup>th</sup> Street Miami, Florida 33186

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Article X

Organizer

The name and street address of the organizer of this company is:

Jorge Lopez

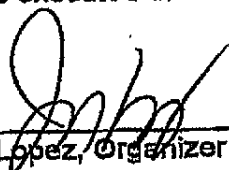
2121 Ponce de Leon Blvd., Penthouse 2  
Coral Gables, Florida 33134

Article XI

Amendment

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the organizer has executed these Articles this 24<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Jorge Lopez, Organizer

STATE OF FLORIDA     ]   
                                  ] ss:   
COUNTY OF MIAMI-DADE ]

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 1998, by Jorge Lopez, who is personally known to me.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
DEBORAH J AMBROUS  
NOTARY PUBLIC STATE OF FLORIDA  
COM NO. CC127633  
COM EXP. DEC. 19, 1998

OFFICIAL NOTARY SEAL  
DEBORAH J AMBROUS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC127633  
MY COMMISSION EXP. DEC. 19, 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

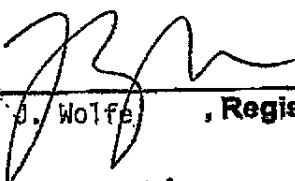
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**SEACOAST FARMS, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Leon J. Wolfe, at NationsBank Tower, Suite 3500, 100 Southeast Second Street, Miami, Florida 33131-2130, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Jorge Lopez, Organizer

Dated: August 24, 1998

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Leon J. Wolfe, Registered Agent

Dated: August 24, 1998

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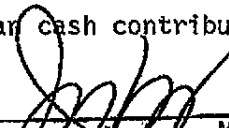
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**AFFIDAVIT OF JORGE LOPEZ**

STATE OF FLORIDA                    )  
  )ss:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority personally appeared Jorge Lopez, who being duly sworn deposed and said,

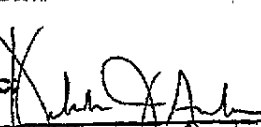
1. That the limited liability company Seacoast Farms, L.L.C. has at least two members.
2. The amount of Initial cash contributions is \$100.00, as contributed by the members. total
3. The amount of anticipated future cash contributions shall be \$0. and property contributed
4. The agreed value of property other than cash contributed by members is \$0. FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
Jorge Lopez, Managing Member

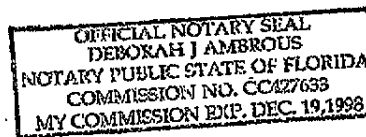
I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jorge Lopez who is known to me.

Witness my hand and official seal in the County and State aforesaid this 24<sup>th</sup> day of August, 1998.

My Commission Expires:

Notary Public   
Sign: \_\_\_\_\_  
Print: Deborah J. Ambros

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