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FROM: MISHAN, SLOTO, & GREENBERG, P.A.
073330003137

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NAME: U.S. TROPICALS, L.L.C.

AUDIT NUMBER.....H98000019950

DOC TYPE.....LIMITED LIABILITY COMPANY

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98 OCT 27 PM 3:58**ARTICLES OF ORGANIZATION****OF****U. S. TROPICALS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I**NAME**

The name of the limited liability company is U. S. TROPICALS, L.L.C.

ARTICLE II**DURATION AND EFFECTIVE DATE**

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

Fax Audit No. H98000019950 8

This instrument prepared by:

ANA C. HARRIS, ESQUIRE

Florida Bar No: 705403

MISHAN, SLOTO, GREENBERG, HELLINGER & UDOLF, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33134

(305) 379-1792

Fax Audit No. H98000019950 8ARTICLE IIIPURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE IVADDRESS

The mailing and street address of the principal office of the limited liability company is 675 SW 12th Avenue, Pompano Beach, FL 33069.

ARTICLE VINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Blvd., Suite 2350, Miami, Florida 33131, and the name of the registered agent of this company at that address is Andrew B. Hellinger, Esq.

ARTICLE VIADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Managers and a majority of the existing members, upon the written application of such new member.

ARTICLE VIIRIGHT TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event

Fax Audit No. H98000019950 8

Fax Audit No. H98000019950 8

which terminates the continued membership of a member in the company.

ARTICLE VIII

MANAGEMENT OF COMPANY

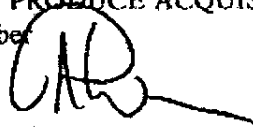
The business of the Company shall be managed by two Managers. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement. The names and addresses of the initial Managers, who are to serve until the first annual meeting of Members or until their successor are elected and qualified, are:

Peter Warren
675 SW 12th Avenue
Pompano Beach, FL 30069

Michael J. Diaz
675 SW 12th Avenue
Pompano Beach, FL 30069

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this 19 day of October, 1998.

NEW PRODUCE ACQUISITION, L.L.C.,
Member

By: 
PETER WARREN, Manager

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to

Fax Audit No. H98000019950 8

Fax Audit No. H98000019950 8

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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 19 day of October, 1998.

MISHAN, SLOTO, GREENBERG, HELLINGER &
UDOLF, P.A.



Andrew B. Hellinger

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**AFFIDAVIT UNDER
FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA)
 : ss
COUNTY OF PALM BEACH)

Before the undersigned authority, personally appeared PETER WARREN, as manager of NEW PRODUCE ACQUISITION, L.L.C., a member of U.S. TROPICALS, L.L.C. who, on oath says:

1. Affiant, NEW PRODUCE ACQUISITION, L.L.C, is a member of U.S. TROPICALS, L.L.C.
2. That U.S. TROPICALS, L.L.C. has at least one member.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$ 97,000.00.
4. The amount anticipated to be contributed by the members is -0-.

FURTHER, AFFIANT SAYETH NAUGHT.

NEW PRODUCE ACQUISITION, L.L.C.,
Member

By: 
PETER WARREN, Manager

Sworn to and Subscribed before me this 19 day of October, 1998, by PETER WARREN who is personally known to me or who has produced _____ as identification.


Signature

[Print Name] ANDREW B. HELLINGER
Notary Public, State of Florida, No. 620859
My Commission Expires Feb. 11, 2001
Bonded thru Pichard Ins. Agcy.