

11/05/98
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FLORIDA DIVISION OF CORPORATIONS

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

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NAME: NEW PRODUCE ACQUISITION, L.L.C.

AUDIT NUMBER.....H98000020625

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

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**ARTICLES OF ORGANIZATION
OF
NEW PRODUCE ACQUISITION, 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 NEW PRODUCE ACQUISITION, 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.

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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

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ARTICLE III

PURPOSE

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 IV

ADDRESS

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

ARTICLE V

INITIAL 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 VI

ADMISSION 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 VII

RIGHT 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

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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

Joseph Leuci
889 Harrison Avenue - Taco Tower
Riverhead, NY 11901

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this 27 day of October, 1998.

CARB/AMERICAS, INC.
Member

By: 
JENNIFER JUDGE, Controller

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 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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IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 27 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 **CARB/AMERICAS, INC.**, a member of **NEW PRODUCE ACQUISITION, L.L.C.** who, on oath says:

1. Affiant, **CARB/AMERICAS, INC.** is a member of **NEW PRODUCE ACQUISITION, L.L.C.**
2. That **NEW PRODUCE ACQUISITION, 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 member is \$ 97,000.00 cash.
4. The amount anticipated to be contributed by the member is \$5,000.00.

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FURTHER, AFFIANT SAYETH NAUGHT.

CARB/AMERICAS, INC.,
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



ANDREW J. HELLINGER
Comm. No. CC 620859
My Comm. Exp. Feb. 11, 2001
Bonded thru Pichard Ins. Agcy.

[Print Name]

Notary Public, State of Florida
My Commission Expires: