

L980000002881



ACCOUNT NO. : 072100000032

REFERENCE : 044292 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 25, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 044292-005

CUSTOMER NO: 11381A

200002696532--5
-11/25/98--01052--001
****285.00 ****285.00

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.s. Highway 1
North Palm Beac, FL 33408

RECEIVED

98 NOV 25 PM 12:13

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SUNROCK CITRUS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

Name	
Availability	
Document	
Examiner	
Updater	
U. P. er	
Ver.fyer	
Acknowledge	
W. P. Verityer	

98 NOV 25 PM 2:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 2:05

ARTICLES OF ORGANIZATION

FOR

SUNROCK CITRUS, L.L.C.
a Florida Limited Liability Company

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

1. Name. The name of this company shall be SUNROCK CITRUS, L.L.C.

2. Duration/Continuation. The period of this company's duration 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.

3. The mailing address of the company is P.O. Box 1746, Jupiter, Florida 33468, and the street address of the company is 393 Tequesta Drive, Tequesta, Florida 33469-3098.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Charles P. Martyn, III, 393 Tequesta Drive, Tequesta, Florida 33469-3098.

5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.

6. Right to Continue Business. Company shall be dissolved upon 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 in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Management of Company. The management of the Company is reserved to a manager. The name and address of the Manager, who shall serve until the first annual meeting of members or until his successor is elected and qualified, is:

Names

Addresses

SUNRISE CITRUS GROVES, INC.,
a Florida corporation

393 Tequesta Drive
Tequesta, Florida 33469-3098

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting

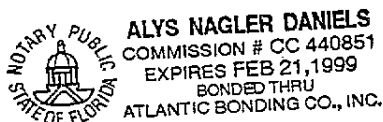
if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 24th day of November, 1998.

C.P. Martyn III
Charles P. Martyn, III, as President and
authorized representative of SUNRISE CITRUS
GROVES, INC., a Florida corporation

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of Nov, 1998, by Charles P. Martyn, III, as President and authorized representative of SUNRISE CITRUS GROVES, INC., a Florida corporation, who is personally known to me or who has produced as identification.



Alys Nagler Daniels
NOTARY PUBLIC
SERIAL NO.:

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

C.P. Martyn III
Charles P. Martyn, III

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of Nov, 1998, by Charles P. Martyn III, who is personally known to me or who has produced as identification.

Alys Nagler Daniels
NOTARY PUBLIC
SERIAL NO.:

alys\and3950.art



AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Palm Beach

Before the undersigned authority personally appeared Charles P. Martyn, III, who on oath says:

1. That he is the President and authorized representative of SUNRISE CITRUS GROVES, INC., a Florida corporation, which is a member of SUNROCK CITRUS, L.L.C., a Florida limited liability company.
2. That SUNROCK CITRUS, L.L.C., a Florida limited liability company has at least one member.
3. The amount of cash and description and agreed value of the property other than cash contributed by the sole member is as follows:

SUNRISE CITRUS GROVES, INC., a Florida limited partnership . . . \$1,000,000.00 (Cash only)

Caprock 9, L.L.C., a Cal. limited liability company \$1,000,000.00 (Cash only)

(no property has been contributed.)

4. The additional amounts anticipated to be contributed by the members are \$15,000.00 each.

FURTHER AFFIANT SAYETH NAUGHT.

C.P. Martyn, III
Charles P. Martyn, III

Sworn to and subscribed before me this 24th day of Nov., 1998 by Charles P. Martyn, III who is personally known to me ~~or who has produced type of identification~~ as identification.

Alys Nagler Daniels
Signature of Notary

Print, type or Stamp
Commissioned Name of Notary Public



ALYS NAGLER DANIELS
COMMISSION # CC 440851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.