

12/10/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SOY CENTRAL, L.L.C.

AUDIT NUMBER.....H98000023062

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF ORGANIZATION

OF

SOY CENTRAL, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is SOY CENTRAL, L.L.C.

ARTICLE II - DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years subject to the rights of the beneficial owners to extend this term from time to time by unanimous vote.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is Suite B-11, 4500 Oak Circle, Boca Raton, Florida 33431.

ARTICLE IV - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in the State of Florida.

ARTICLE V - MEMBER CERTIFICATES

This Limited Liability Company is authorized to issue Certificates of Beneficial Interest with no-par value.

WILLIAM F. BEGGS, ESQUIRE
BEGGS AND VECCHIO
PENTHOUSE A, BARNETT BANK TOWER
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308 (305) 772-5132
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ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is FRANCESCO CROSIO and the street address of the initial registered office of this Limited Liability Company in the State of Florida is Suite B-11, 4500 Oak Circle, Boca Raton, Florida 33431.

ARTICLE VII - INITIAL CAPITAL CONTRIBUTION

The total initial capitalization of Soy Central, L.L.C. is Five Hundred and No/100 Dollars (\$500.00). Each initial member subscribes for one (1) Certificate at the agreed capital contribution amount. Each initial member's capital contribution is to be paid to the company in the sum of _____ Dollars (\$ 500.00).

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that additional members may be admitted by a majority consent.

ARTICLE IX - MEMBERS RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 of the limited liability company shall be that the continuation shall be subject to unanimous consent of the members.

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ARTICLE X - MANAGEMENT OF THE COMPANY

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Francesco Crosio

Suite B-11
4500 Oak Circle
Boca Raton, Florida 33431

Anna Maria Crosio

Suite B-11
4500 Oak Circle
Boca Raton, Florida 33431

ARTICLE XI - AMENDMENT

The members reserve the right to amend or repeal any provisions contained in these Articles of Organization or any amendment thereto. Any right conferred upon a member is subject to this reservation. The amendment shall be signed and sworn to by all members and an amendment adding a new member shall be signed also by the member to be added.

ARTICLE XII - REGULATIONS OF THE COMPANY

The power to adopt, alter, amend, or repeal the regulations of Soy Central, L.C. shall be vested in the members of the company.

ARTICLE XIII - RESTRICTION ON TRANSFER

No member may transfer or assign his interest in this Limited Liability Company except upon unanimous consent of existing members.

ARTICLE XIV - CAPITAL CONTRIBUTION REDUCTIONS OR WITHDRAWALS

Property or cash of this company may be utilized to pay a member who has demanded his contribution in the manner prescribed by and provided in the regulations of the company.

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ARTICLE XV - INITIAL MEMBERS

The initial members and organizing members of Soy Central, L.C. are as follows:

Francesco Crosio Suite B-11
4500 Oak Circle
Boca Raton, Florida 33431

Anna Maria Crosio Suite B-11
4500 Oak Circle
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned subscribing member has executed these Articles of Organization this the 1st day of ~~OCTOBER~~, 1998.
Dec.

Francesco Crosio
FRANCESCO CROSIO - MEMBER

Anna Maria Crosio
ANNA MARIA CROSIO - MEMBER

STATE OF FLORIDA
COUNTY OF BROWARD

1st THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of ~~OCTOBER~~, 1998, by FRANCESCO CROSIO and ANNA MARIA CROSIO, who are personally known to me or who have produced as identification and who did take an oath.

Bettye McGlohn
Notary Public

My Commission Expires:



Bettye McGlohn
MY COMMISSION # CC675005 EXPIRES
June 8, 2000
DENIED TRISTROY EARN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
SOY CENTRAL, L.C.'S
INITIAL REGISTERED OFFICE
AND NAME OF ITS INITIAL REGISTERED AGENT**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SOY CENTRAL, L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization for Florida Limited Liability Company at Suite B-11, 4500 Oak Circle, Boca Raton, Florida 33431, has named FRANCESCO CROSIO, located at Suite B-11, 4500 Oak Circle, Boca Raton, Florida 33431, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated limited liability company, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Francesco Crosio
Resident Agent
FRANCESCO CROSIO

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TALLAHASSEE, FLORIDA

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AFFIDAVIT PURSUANT TO SECTION 608.407(2), FLORIDA STATUTES

STATE OF FLORIDA)
COUNTY OF BROWARD)

THE UNDERSIGNED Affiant, FRANCESCO CROSIO, having been placed under oath, does swear and affirm the following to be true this the _____ day of OCTOBER, 1998, to-wit:

1. That the Limited Liability Company known as Soy Central, L.C., has 4 member.
2. That the actual amount of cash contributed by the members as of formation is \$500.00.
3. That the agreed value of property, other than cash actually contributed by the member as of formation, is none.
4. That the total amount of cash or property anticipated to be contributed by the member is \$500.00.

FURTHER AFFIANT SAYETH NOT.

Francesco Crosio
FRANCESCO CROSIO

1st THE FOREGOING INSTRUMENT was acknowledged before me this day of ~~OCTOBER~~ SEPTEMBER, 1998, by FRANCESCO CROSIO, who is personally known to me and who has produced _____ as identification and who did take an oath.

Bettye McGowan
Notary Public

My Commission Expires:



Bettye McGowan
MY COMMISSION # 00675005 EXPIRES
June 8, 2000
BROWARD COUNTY, FLORIDA

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BROWARD COUNTY, FLORIDA

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