

L99000000301
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ESTATE PLANNING
FAMILY LAW
REAL ESTATE AND
BUSINESS TRANSACTIONS

January 7, 1999

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

800002735588--4
-01/08/99-01118-002
****285.00 ****285.00

SUBJECT: Celery Barn Land Company, LLC

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Organization and Affidavit of Membership and Contribution for the above limited liability company and a check in the amount of \$ 285.00 covering the filing fees.

Would you please file the Articles and Affidavit and return to me a date stamped copy.

Thank you for your assistance.

Very truly yours,


Robert W. Browning, Jr.

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
CELERY BARN LAND COMPANY, LLC

The undersigned hereby submit these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

1. The name of the limited liability company is **CELERY BARN LAND COMPANY, LLC**.
2. The mailing address and street address of the principal office of the company shall be 266 S. Links Ave., Sarasota, FL 34236.
3. The name and address of each organizer executing these Articles of Organization are:

Robert W. Browning, Jr.
1800 Second St., Suite 880
Sarasota, FL 34236

4. The name and address of the initial registered office of the limited liability company in the State of Florida is Robert W. Browning, Jr., 1800 2nd St., Suite 880, Sarasota, FL 34236.
5. These articles will become effective upon filing with the Florida Department of the Secretary of State.
6. The latest date on which the limited liability company is to dissolve is December 15, 2028.
7. The limited liability company is to be managed by managers and the names and addresses of the managers who are to serve until the first annual meeting are as follows:

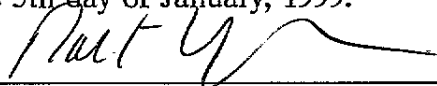
L. Simone Machamer
266 S. Links Ave.
Sarasota, FL 34236

8. Except as provided in Florida statutes, the members of this limited liability company shall not be managers by virtue of their status as members.
9. The members shall have the right to transfer all or a portion of their interest to or otherwise admit a third party who is a parent, spouse, descendant, or descendant of the spouse of an existing member. No other party shall become a member without the written consent of the managers.

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10. No person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with the interests of the limited liability company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of the limited liability company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

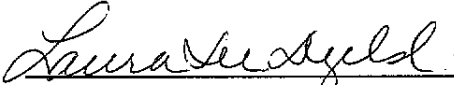
This 5th day of January, 1999.

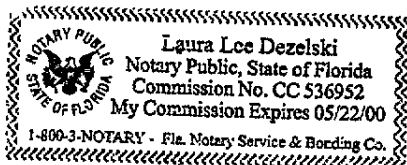

Robert W. Browning, Jr.

STATE OF FLORIDA
COUNTY OF SARASOTA

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Sworn to and subscribed before me this 5th day of January, 1999 by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.


Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CELERY BARN LAND COMPANY, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.



Robert W. Browning, Jr.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member of CELERY BARN LAND COMPANY, LLC, deposes and states:

1. The above named limited liability company has one member.
2. The total amount of cash contributed by the members is \$ 1000.00.
3. The value of property other than cash contributed by the members is \$ 0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 1000.00, which includes the amounts from 2 and 3 above.

FURTHER AFFLIANT SAYETH NOT.

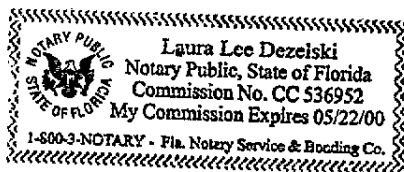
Signed this 5th day of January, 1999.

By: *L. Simone Machamer*
L. Simone Machamer

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 5th day of January, 1999 by L. Simone Machamer, who personally appeared before me and is personally known to me.

Laura Lee Dezeiski
Notary Public



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