

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

L990000601194

Charlotte Sun Citrus, LLC

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Name

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**ARTICLES OF ORGANIZATION
CHARLOTTE SUN CITRUS,
L.L.C.**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I
Name**

The name of the limited liability company, referred to in these Articles as "Company" is CHARLOTTE SUN CITRUS, L.L.C.

**ARTICLE II
Duration**

The company shall dissolve on December 1, 2028.

**ARTICLE III
Purpose**

The purpose for which Company is organized is to own and operate citrus groves and participate in agribusiness, as well as to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV
Principal Address**

The address of Company's principal place of business in Florida is 206 N. 6th Avenue, Wauchula, FL 33873. The Company's mailing address is Post Office Box 2325, Wauchula, FL 33873.

**ARTICLE V
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is James V. See, Jr. The address of Company's registered office in Florida is 206 North 6th Avenue, Wauchula, FL 33873.

**ARTICLE VI
Capital Contributions**

The total amount of cash contributions is \$350,000.00.

Contributions to the Company by each member are as follows:

- (a) Sacajawea Family Limited Partnership has made a cash contribution of \$175,000.00.
- (b) McKane Family Limited Partnership has made a cash contribution of \$175,000.00.

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ARTICLE VII
Management

The company is to be managed by two managers. Each initial manager will serve until the first annual meeting of the members. The initial managers are identified as follows:

Peter G. Robbins	274 Riverside Avenue, First Floor, Westport, CT 06880
David B. McKane	274 Riverside Avenue, First Floor, Westport, CT 06880

ARTICLE VIII
Admission of New Members

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE IX
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability company Act, the undersigned have executed these Articles of Organization on this 22 day of February, 1999, at Riverside, Ct.

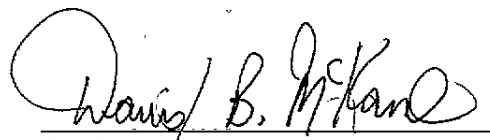
Sacajawea Family Limited Partnership

By:


Peter G. Robbins
General Partner

McKane Family Limited Partnership

By:

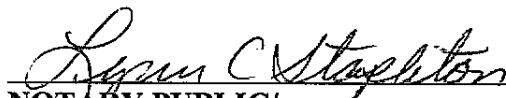

David B. McKane
General Partner

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**STATE OF CONNECTICUT:
COUNTY OF FAIRFIELD:**

Before me, the undersigned authority personally appeared **PETER G. ROBBINS**, General Partner of Sacajawea Family Limited Partnership and **DAVID B. McKANE**, General Partner of McKane Family Limited Partnership, who are known to me to be the persons who executed the foregoing Articles of Organization and acknowledge before me that they made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 22nd day of February, 1999.


**NOTARY PUBLIC/
STATE OF CONNECTICUT
MY COMMISSION NUMBER IS: 164176
MY COMMISSION EXPIRES:**

My Commission Expires Oct. 31, 2003

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

**STATE OF CONNECTICUT:
COUNTY OF FAIRFIELD:**

In compliance with Florida Statutes Section 608.407(2), the undersigned as general partner of **SACAJAWEA FAMILY LIMITED PARTNERSHIP**, a member of **CHARLOTTE SUN CITRUS, L.L.C.**, deposes and says:

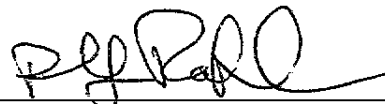
1. **CHARLOTTE-SUN CITRUS, L.L.C.** has at least two (2) members, Peter G. Robbins and David B. McKane.

2. The amount of cash contributed by members is:

Peter G. Robbins	\$175,000.00
David B. McKane	\$175,000.00

3. The total amount of cash or property anticipated to be contributed by the members is \$350,000.00.

4. The existing members have not agreed to contribute any other property other than cash.



Peter G. Robbins General Partner
Sacajawea Family Limited Partnership

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The foregoing instrument was acknowledged before me this 22nd day of February, 1999, by **PETER G. ROBBINS**, Manager of the Sacajawea Family Limited Partnership. He is personally known to me.

 (Seal)

NOTARY PUBLIC/

STATE OF CONNECTICUT

MY COMMISSION NUMBER IS: 104176

MY COMMISSION EXPIRES:

My Commission Expires Oct. 31, 2003

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA:
COUNTY OF HARDEE:

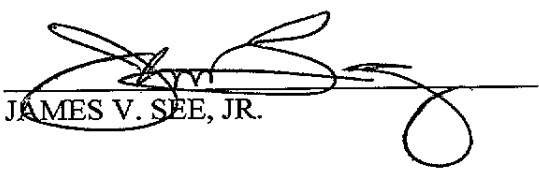
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Charlotte Sun Citrus, L.L.C.

The name of the registered agent for Charlotte Sun Citrus, L.L.C is James V. See, Jr., and the street address of the company's principal office is 206 North 6th Avenue, Wauchula, Florida 33873.

This statement is to acknowledge that, as indicated above, Charlotte Sun Citrus, L.L.C., has appointed me, James V. See, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I 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.

Dated this 15th day of March, 1999.


JAMES V. SEE, JR.

The foregoing instrument was acknowledged before me this 15th day of March, 1999, by JAMES V. SEE, JR., agent on behalf of Charlotte Sun Citrus, a limited liability company. He is personally known to me.


NOTARY PUBLIC/JEFF J. MCKIBBEN
STATE OF FLORIDA AT LARGE



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