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Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE E. LADEMAN
PAUL L. KUTCHER****

BURT L. SAUNDERS
OF COUNSEL

* Board Certified Real
Estate Attorney
** Board Certified City,
County and Local
Government Attorney
*** Also admitted in
Indiana and Georgia
**** Also admitted in
Pennsylvania

March 12, 1999

Division of Corporations
409 East Gaines
Post Office Box 6327
Tallahassee, FL 32314

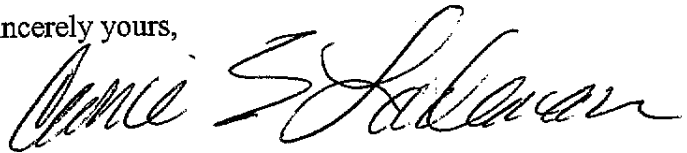
Ladies/Gentlemen:

Re: Articles of Organization
Greenhouse Produce, L.C.

Enclosed are the original and one copy of the Articles of Organization for the referenced limited liability company together with a check in the amount of \$337.50 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely yours,



Carrie E. Lademan

Enclosures as stated

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Name	
Availability	
Document Examiner	
Underwriter	
Counter Verifier	
Acknowledgment	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 PM 4:16

Please Respond to: Pelican Bay

Pelican Bay 801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
Marco Island 606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402

**ARTICLES OF ORGANIZATION
OF
GREENHOUSE PRODUCE, L.C.**

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
MAR 15 PM 4:16

In order to form a limited liability company pursuant to the Florida Limited Liability Company Act, Florida Statutes § 608.401 *et seq.* (the "Act"), the undersigned hereby executes these Articles of Organization in accordance with the provisions of Section 608.407 of the Act.

ARTICLE I:
NAME

The name of the Limited Liability Company is: Greenhouse Produce, L.C.

ARTICLE II:
ADDRESS

The street address of the principal office of the Limited Liability Company is 1725 Kapok Street, Naples, Florida 34117 and the mailing address of the principal office of the Limited Liability Company is 1101 Fifth Avenue South, Naples, Florida 34102.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV:
MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are as follows: Manfred Nelles at 1522 Northgate Drive, Naples, Florida 34105, and Michal W. Blumert, President of Gro-Tech Greenhouse Produce, Inc. at 1101 Fifth Avenue South, Naples, Florida 34102.

ARTICLE V:
ADMISSION OF ADDITIONAL MEMBERS

Upon approval by all of the Members, the company is authorized to admit additional Members to the Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE VI:
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall have the right 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 in the Limited Liability Company.

ARTICLE VII:
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Greenhouse Produce, L.C., CERTIFIES:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$500,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$500,000.00. This total includes amounts from 2 and 3 above.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

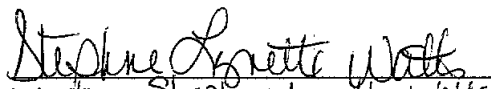
These Articles of Organization are executed this 15th day of March, 1999, by the undersigned initial member of Greenhouse Produce, L.C., pursuant to the Florida Limited Liability Company Act, Florida Statute § 608.401 *et seq.*


Gro-Tech Greenhouse Produce, Inc., a Florida corporation

By: 
Michal W. Blumert, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before this 15th day of March, 1999, by Michal W. Blumert, President of Gro-Tech Greenhouse Produce, Inc., on behalf of the corporation. He is personally known to me or has produced a driver's license (# _____) as identification and did not take an oath.


Print Name: Stephne Lynette Watts
Notary Public
Commission No. _____
My Commission Expires: _____

 (SEAL)
Stephne Lynette Watts
MY COMMISSION # CC636726 EXPIRES
April 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Greenhouse Produce, L.C.
2. The name and address of the registered agent and office is :

Carrie E. Lademan, Esquire
Woodward, Pires & Lombardo, P.A.
801 Laurel Oak Drive, Suite 710
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.


Carrie E. Lademan

Date: 3/12/99