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A. H. LANE (RETIRED)

September 29, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-09/30/99--01064--004
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-10/14/99--01092--002
*****21.25 *****21.25

Re: Sunpure Flavors, L.L.C., a Florida Limited Liability Company

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of the following documents for the formation of the above named Florida Limited Liability Company:

- (a) The duly executed Articles Of Organization of Sunpure Flavors, L.L.C.; and
- (b) The duly executed Certificate Of Designation Of Registered Agent/Registered Office.

As you will note, in Article III, we have provided for the existence of this Limited Liability Company to commence on October 1, 1999, in order for the revised Florida Limited Liability Company Act to be applicable. Therefore, we are requesting that the enclosed Articles of Organization be filed effective as of October 1, 1999.

Our search of the Secretary of State's On-Line Records indicates that the aforesaid name is available for a Florida Limited Liability Company. After examination, please file the original of the Articles Of Organization and then furnish to the undersigned a Certificate Of Organization with respect to the above named Limited Liability Company.

Next, enclosed please find this Firm's check in the amount of \$133.75 to cover the filing fee for the Articles Of Organization in the amount of \$100.00, the filing fee for the Certificate Of Designation Registered Agent/Registered Office in the amount of \$25.00 and the fee for furnishing a certified copy in the amount of \$8.75.

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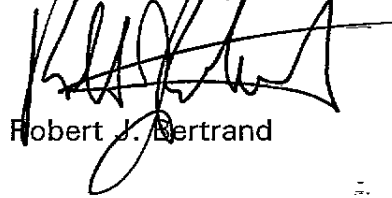
September 29, 1999

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If there are any questions concerning any of the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at (941) 284-2213.

Thanking you for your usual cooperation, I am

Yours very truly



Robert J. Bertrand

RJB/mcd

Enclosures

xc: Mr. Hadi B. Lashkajani
Johnny James, C.P.A.

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99 OCT 14 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SUNPURE FLAVORS, L.L.C.

The undersigned hereby presents these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of the Limited Liability Company is SUNPURE FLAVORS, L.L.C.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the Limited Liability Company is 5299 U.S. Highway 98 South, Lakeland, Florida 33801 and the street address of the principal office of the Limited Liability Company is 5200 U.S. Highway 98 South, Lakeland, Florida 33813.

ARTICLE III

DURATION

The Limited Liability Company shall have perpetual existence, commencing on October 1, 1999.

ARTICLE IV

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

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TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be a manager-managed company, and the name and address of the initial manager is:

Hadi B. Lashkajani
5200 U.S. Highway 98 South
Lakeland, Florida 33813

ARTICLE VI
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Limited Liability Company is 5200 U.S. Highway 98 South, Lakeland, Florida 33813, and the name of the initial registered agent of the Limited Liability Company at that office is Hadi B. Lashkajani.

ARTICLE VII
INDEMNIFICATION

Except to the extent otherwise provided in the Operating Agreement of the Limited Liability Company, the Limited Liability Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the foregoing Limited Liability Company, has executed these Articles of Organization this 29th day of September, 1999.


HADI B. LASHKAJANI

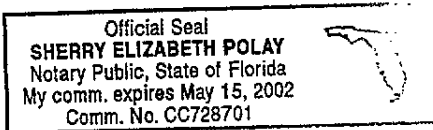
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles Of Organization were acknowledged before me this 20th
day of September, 1999, by Hadi B. Lashkajani.

Sherry Elizabeth Polay
NOTARY PUBLIC, State of Florida at Large
Sherry Elizabeth Polay
(Printed Name)
My commission expires: _____
My commission number: _____

(AFFIX NOTARY SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, 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: SUNPURE FLAVORS, L.L.C.
2. The name and street address of its initial registered agent and initial registered office are:

Hadi B. Lashkajani
5200 U.S. Highway 98 South
Lakeland, Florida 33813

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



HADI B. LASHKAJANI

Date: SEP 29 1999