

Monday, November 7, 1999

Division of Corporations

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LIMITED LIABILITY COMPANY

Farm Stores Online, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Farm Stores Online, LLC

Article II. Address

The Company's mailing address is:
Farm Stores Online, LLC
5800 NW 74th Avenue
Miami FL 33166

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Article III. Registered Agent

The name and street address of the Company's registered agent is:
Carlos E. Bared
5800 NW 74th Avenue
Miami FL 33166

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name of each manager is:

F.S. Stores Inc.

Article VI. Company Existence

The Company's existence shall begin effective as of October 29, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on November 1, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte President

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Farm Stores Online, LLC

REGISTERED AGENT/OFFICE:

Carlos E. Bared
5800 NW 74th Avenue
Miami FL 33166

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CARLOS E. BARED
by L.A. Uriarte as attorney-in-fact

Date: November 1, 1999

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