GOLD, WEEMS, BRUSER, SUES & RUNDELL

A PROFESSIONAL LAW CORPORATION

LEO GOLD (1907-1987) GEORGE B. HALL (1924-1971)

CHARLES S. WEEMS III 1
HENRY B. BRUSER III
EUGENE J. SUES
EDWARD E. RUNDELL 2
ROBERT G. NIDA
DEE D. DRELL
SAM N. POOLE, JR.
PEGGY D. ST. JOHN
KENNETH O. ORTEGO 1
RAYMOND L. BROWN, JR.
THOMAS K. BROCATO
THOMAS K. BROCATO THOMAS K. BROCATO
J. OGDEN MIDDLETON II 4
RANDALL L. WILMORE
DORRELL J. BRISTER 123
GREGORY B. UPTON RANDALL M. SEESER J. KENDALL RATHBURN

2001 MACARTHUR DRIVE POST OFFICE BOX 6118 ALEXANDRIA, LOUISIANA 71307-6118 TELEPHONE (318) 445-6471

FACSIMILE (318) 445-6476

December 23, 1998

Florida State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Attn: Brenda Tadlock

Earl Roy Farm of FL, L.L.C./Earl Roy Watermelon Co. L.L.C. Re:

Registration of Foreign Limited Liability Companies

Our File Number: 35-98-037

Dear Brenda:

Per our telephone conversation I enclose herewith an original and one copy of the following documentation to register the above referenced entities to do business in Florida:

Earl Roy Farm of FL, L.L.C.: 1.

a.

- ****285.00 ****285.00 . Certificate of Designation of Registered Agent/Registered
- Affidavit of Membership and Contributions of Foreign Limited b. Liability Company;
- Application by Foreign Limited Liability Company for c. Authorization to Transact Business in Florida;
- Original Certificate from the Louisiana Secretary of State d. evidencing due registration; and
- Check number 1049 drawn on Earl Roy Farm of FL, L.L.C. e. SouthTrust Bank account in the amount of \$285.00.

A STATE OF THE PARTY OF THE PAR	
Vame2. Barring	Watermelon Co., L.L.C.
a.	rtificate of Designation of Registered Agent/Registered
Updater b. A	fice; fidavit of Membership and Contributions of Foreign Limited NG 266, COPY
Usta er	ability Company; pplication by Foreign Limited Liability Company, for AGENT 35.
Verifyer	BALANCE
w. P. Ventyer	MA, 200 SEFUNDS

OF COUNSEL CAMILLE F. GRAVEL

CHARLES D. ELLIOTT G. TRIPPE HAWTHORNE JOHN J. ZACHARY AMANDA WOOD BARNETT TERRY J. BLANCHARD REBECCA ALEXANDER LIGHTS

- BOARD CERTIFIED SPECIALIST IN TAXATION
 ALSO ADMITTED IN TEXAS
 BOARD CERTIFIED SPECIALIST IN ESTATE PLANNING & ADMINISTRATION BOARD CERTIFIED SPECIALIST
- IN FAMILY LAW
- 5 ALSO ADMITTED IN CALIFORNIA, GEORGIA & INDIANA

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Florida State Division of Corporations Attn: Brenda Tadlock December 23, 1998 Page -2-

Authorization to Transact Business in Florida;

- d. Original Certificate from the Louisiana Secretary of State evidencing due registration; and
- e. Check number 1756 drawn on Earl Roy Produce Company First Bank of Immokalee account in the amount of \$285.00.

As we discussed and I understand you confirmed, Louisiana does not issue a statement of good standing for limited liability companies as such entities are not required to file annual reports. You indicated that the enclosed certificates should be satisfactory for your needs. However, should additional information be necessary we will provide the same to you upon your request.

Please file the original documents in the records of the Florida Division of Administration and date and time stamp the copies and return to us for our file in the self-addressed, stamped envelope which we have enclosed for your convenience.

I appreciate your kind assistance and patience in this matter. Should you have any questions, please call me at (318) 445-6471.

With kindest regards and best wishes for a Merry Christmas and a Happy New Year, I am

Sincerely,

GOLD, WEEMS, BRUSER, SUES & RUNDELL

By:

Dorrell J. Brister

DJB/cb Enclosures

cc: Mr. Earl J. Roy (without enclosures)

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

IITED LIABII	ITYCOMPANY TO TRANSACT BOS					
	Earl Roy Watermelon C	o., L.L.C.	"" ' 1 mony" or th	eir abbreviat	ion "L.	C." if n
Name of foreso contained	Earl Roy Watermelon C eign limited liability company mus- lin the name at present.)	t end with the words				98
		3	72-142: (FEI number,	33749		<u> 목</u> .
	Louisiana under the law of which foreign lim	nited liability	(FEI number,	if applicable	(e)	2
Jurisdiction	under the law of which foldigh has					ပ
company is c	organized)		2050	•	<u>- </u>	<u> </u>
Δ11	gust 1,1998	5	Duration: Year limited li	hiling comp	anv-wil	l cease
	(Date of Organization)		Duration: Year Imited In exist or "perpetual")	ability comp.	2	
	(Date or organization)	•	Xist or perpending		25 tal	90
				_		
Au	igust 1, 1998	: 71 '1- (Can goot	one 608 501 608,502, at	nd 817.155, E	F.S.)	
	(Date first transacted business	in Florida. (See Sect	IONS 000.501, 000.00			
_	mokalee State Farmer's l					
	mokalee State Falmei 3 i	THAT HOU		<u> </u>	•	
			Florida 33934			
- 42	24 New Market Road, Unit	U; Immokalee,				
		(Street address of p	rincipal office)			
List name will mana	e, title, and business address o age the foreign limited liabilit	y company m i	(who sary) [TLE:
List name will mana	ige the foreign limited liability	of each managing y company in Flo TITLE:	member[MGRM] or orida: (attach addition NAME & ADDR			
List name will mana	e, title, and business address on age the foreign limited liability NAME & ADDRESS:	y company m i	(
List name will mana	ige the foreign limited liability	TITLE:	(
List name will mana	NAME & ADDRESS: Earl J. Roy	TITLE: Member/	(
List name will mana	NAME & ADDRESS:	TITLE: Member/	(
List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street	TITLE: Member/	NAME & ADDR			
List name will mana	NAME & ADDRESS: Earl J. Roy	TITLE: Member/	NAME & ADDR			
List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street	TITLE: Member/ Manager Member/	NAME & ADDR			
ist name vill mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341	TITLE: Member/ Manager	NAME & ADDR			
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List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy	TITLE: Member/ Manager Member/	NAME & ADDR			
List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341	TITLE: Member/ Manager Member/	NAME & ADDR			
List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy 2758 Auction Street	TITLE: Member/ Manager Member/	NAME & ADDR			
List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy	TITLE: Member/ Manager Member/	NAME & ADDR			
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List name will mana	NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy 2758 Auction Street	TITLE: Member/ Manager Member/	NAME & ADDR			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member ofEarl_Roy	Water	melon
Co., L.L.C. certifies:	SECRE	98 DE
1) the above named limited liability company has at least one member;	TARY OF STAT MASSEE, FLORE	FILED :
2) the total amount of cash contributed by the member(s) is		<u>,212./1</u> co
3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.)	\$;
and 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is (This total includes amounts from 2 and 3 above.)	\$ <u>51.</u>	<u>,272.71</u> .
Signature of a member or an authorized representative of a me (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.)	mber.	
Earl J. Roy		
Typed or printed name of signee		

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOW		,	
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AG	ENT IN	THE	
STATE OF FLORIDA.	1777 338	98	
1. The name of the Limited Liability Company is:	RETAIN	DEC 29	
Earl Roy Watermelon Co., L.L.C.	1115		1.1
2. The name and the Florida street address of the registered agent and office are:	LORIDA	4:09	
Jerry Ellis (Name)			
(vinus)			
Rt. 2, Box 342			
Florida street address (P.O. Box NOT ACCEPTABLE)	•		
Bonifay FL 32425			•
City/State/Zip			

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.

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of EARL ROY WATERMELON CO., L.L.C.

Domiciled at HESSMER, LOUISIANA,

Was filed and recorded in this Office on August 1, 1998,

And all fees having been paid as required by law, the limited liability company is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 22.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 1, 1998 Ellan

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