GOLD, WEEMS, BRUSER, SUES & RUNDELL

A PROFESSIONAL LAW CORPORATION

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

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DEE D, DRELL
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PEGGY D, ST, JOHN
KENNETH O, ORTEGO 1
RAYMOND L, BROWN, JR.
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J, OGDEN MIDDLETON II 4
RANDALL L, WILMORE
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LEE DE LEED TO THE 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

OF COUNSEL CAMILLE F. GRAVEL

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

1 BOARD CERTIFIED SPECIALIST

BOARD CERTIFIED SPECIALIST
IN TAXATION
2 ALSO ADMITTED IN TEXAS
3 BOARD CERTIFIED SPECIALIST
IN ESTATE PLANNING
8 ADMINISTRATION
4 DARRO SERVICIA CONTROL

8 DARRO SERVICIA CO

IN FAMILY LAW ALSO ADMITTED IN CALIFORNIA.

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

35-98-037 Our File Number:

000001622 Federal Express

98

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.

400002727474--1 -12/31/98--01028--002 ****285.00 ****285.00

- Certificate of Designation of Registered Agent/Registered a. Office;
- 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

e.	Check number 1049 drawn on Earl Roy Farm of FL, L.L.C.
Name (SouthTrust Bank account in the amount of \$285.00.
Availability \	JONES OF THE CO. T. I. C.
1 Document	Roy Watermelon Co., L.L.C.
Examiner a.	Certificate of Designation of Registered Agent/Registered
U. Coler	— Office;
b.	Affidavit of Membership and Contributions of Foreign Limited LING
ALL MARKET SELECTION	Liability Company; G. COPY Application by Foreign Limited Liability Company for AGENT
w. P. Verifyer	Application by Foreign Limited Liability Company 101.13211
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	SEPONI 2

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

Bv:

Dorrell I. 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:

ne of foreign limited liability company mu ontained in the name at present.)	st end with the wo	ords "limited company" or their abbrev	iation "L.C." if not
Louisiana	3.	72-1423749	
isdiction under the law of which foreign lir pany is organized)	nited liability	(FEI number, if application	able)
August 1, 1998	5.	2050	
(Date of Organization)	-	(Duration: Year limited liability con exist or "perpetual")	PARTY HE T
August 1, 1998		1017 155	TOO T
`		ections 608.501, 608.502, and 817.155	, 四 四 四 四 四 四 四 四 四 四 四 四 四
Bonifay State Farmer's Mark	ket		
Hwy. 90 East, Bonifay Flori	ida 32425		BH =
	(Street address of	principal office)	
t name, title, and business address o I manage the foreign limited liability NAME & ADDRESS:	f each managin	ng member[MGRM] or manager	[MGR]who f necessary) TITLE:
I manage the foreign limited liability NAME & ADDRESS:	f each managing company in F TITLE: Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
ll manage the foreign limited liabilit	f each managing company in F	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
Il manage the foreign limited liability NAME & ADDRESS:	f each managing company in F TITLE: Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
Il manage the foreign limited liability NAME & ADDRESS: Earl J. Roy	f each managing company in F TITLE: Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
Ill manage the foreign limited liability NAME & ADDRESS: Earl J. Roy 2758 Auction Street	f each managing company in F TITLE: Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
Earl J. Roy 2758 Auction Street Hessmer, LA 71341	f each managing company in F TITLE: Member/ Manager Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
Il manage the foreign limited liability NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy	f each managing company in F TITLE: Member/ Manager Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy 2758 Auction Street	f each managing company in F TITLE: Member/ Manager Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)
NAME & ADDRESS: Earl J. Roy 2758 Auction Street Hessmer, LA 71341 Johnny E. Roy 2758 Auction Street	f each managing company in F TITLE: Member/ Manager Member/	ng member[MGRM] or manager Florida: (attach additional page i	f necessary)

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 n	nember or authorized repro	esentative of a member of _	Earl Roy E	arm of
FL, L.L.C.		certifies:		
1) the above name	d limited liability compan	y has at least one member;		
2) the total amour	t of cash contributed by th	ne member(s) is		\$_33,680.00;
3) if any, the agre	ed value of property other of the property is attached	than cash contributed by me and made a part hereto.)	ember(s) is	\$;
and 4) the total amour by member(s)	nt of cash and property con	ntributed and anticipated to b	e contributed	SHILED 98 SHC 29 PH 4: 1 SECRETARY OF STATE FALLSMAS VE. FLORIDA
<u> </u>	(In accordance with section for	or an authorized represent: 08.408(3), Florida Statutes, the expansion under the penalties of perjuin	COUNTRY OF HIS	aber.
	Earl	J. Roy		
	T	yped or printed name of sign	iee	

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name	of the Limited Liability Company is:	1		,	
Earl Ro	y Farm of FL, L.L.C.			_	•
2. The name	and the Florida street address of the registered agent and office	e are:			
	Jerry Ellis		SF	98	
	(Name)		E GR	DEC	
•	Rr. 2, Box 342	:		£ 29	
	Florida street address (P.O. Box NOT ACCEPTABLE)	:	F G F S	PH	
	Bonifay FL 32425	1	AGINO ATE 1	##	
	City/State/Zip			\bigcirc	

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 FARM OF FL, 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

DWI 34659638K of Plate

