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CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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SFC Citrus Holdings, LLC

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☐ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign
☒ LLC

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other UCC Filing
☐ Change of R.A.

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Jeffrey Butterfield

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BK 8/10/99

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

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

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1. SFE CITRUS HOLDINGS, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. DELAWARE 3. 59-3583661
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JUNE 25, 1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. AUGUST 10, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. c/o Pasco Acquisition, 400 North Tampa Street
Tampa, Florida 33602 Attn: Vice President
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>David Tegreene</u>	<u>MGMR</u>	<u>Robert A. Peiser</u>	<u>MGMR</u>
<u>250 Brigham Road</u>		<u>326 Lakewood Drive</u>	
<u>Winter Haven, FL 33881</u>		<u>Bloomfield Hills, MI 48304</u>	
<u>Lou Fouts</u>	<u>MGMR</u>	<u>David Aplin</u>	<u>MGMR</u>
<u>East 34th Street, Apt #18-C</u>		<u>2439 Hollingworth Hill</u>	
<u>New York, NY 10016</u>		<u>Lakeland, FL 33803</u>	
<u></u>		<u></u>	
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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**

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The undersigned member or authorized representative of a member of _____

SFE CITRUS HOLDINGS, LLC

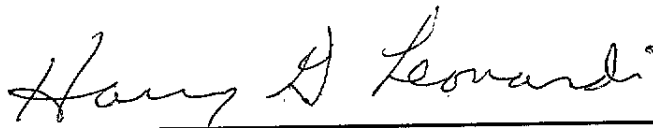
certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 10,000.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 - ;
(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 \$ 10,000.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.

(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.)

HARRY G. LEONARDI

Typed or printed name of signee

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.

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1. The name of the Limited Liability Company is:

SFE CITRUS HOLDINGS, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

(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.

CT Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFE CITRUS HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9911426

DATE:

08-09-99