

ARTICLES OF ORGANIZATION OF

MAGOOSA'S PECANS, L.L.C.

AN ALABAMA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a company pursuant to the laws of the State of Alabama and acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for such company:

I

The name of the company is MAGOOSA'S PECANS, L.L.C.

II

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

III

The Company is organized for the purpose of conducting the business of **selling and distributing fresh produce and nuts** and for any other lawful purpose under the Alabama Limited Liability Company Act.

IV

The address of the initial registered office of the Company is 130 Inverness Plaza, Suite 277, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is **Jerry Ragusa**.

V

The names and post office addresses of the initial members are as follows:

Jerry Ragusa, 130 Inverness Plaza, Suite 277, Birmingham, Alabama 35242.

VI

The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be mutually agreed by the Company and the additional members.

VII

The legal existence and business of the Company may be continued by the written consent of all the remaining members within 90 days after an event of dissociation of a member.

VIII

The Company is to be managed by one or more managers. The names and mailing addresses of the initial managers, who shall serve as managers until the first annual meeting of members of the Company or until their successors are duly elected, are:

Jerry Ragusa, 130 Inverness Plaza, Suite 277, Birmingham, Alabama 35242.

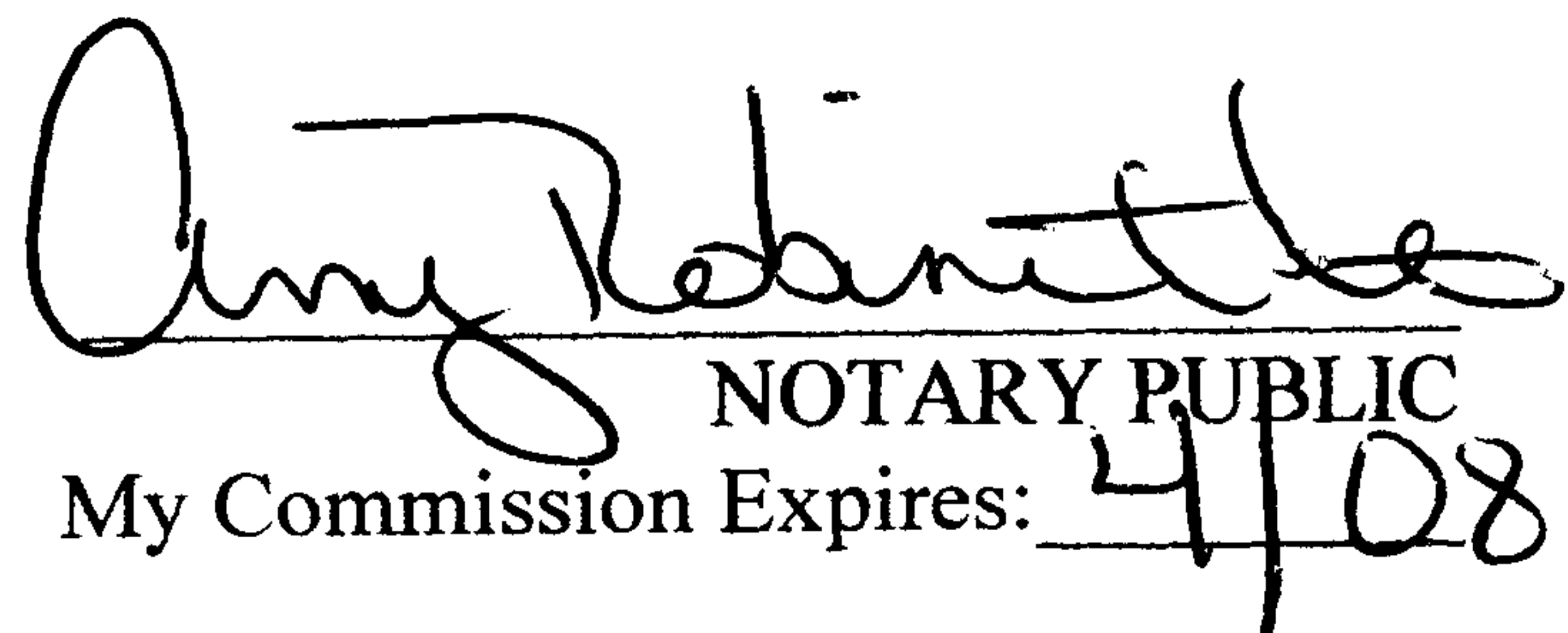
IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a company under the Alabama Limited Liability Act do make, file, and record these Articles of Organizations and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set out below.

DONE THIS THE 6th DAY OF October, 2005.


JERRY RAGUSA

STATE OF ALABAMA)
JEFFERSON COUNTY)

BE IT REMEMBERED, that on this the 6th day of October, 2005, JERRY RAGUSA personally appeared before, the undersigned authority, in and for said County, in said State, who is known to me, and I having first made known to him the contents of the above Articles of Organizations, they did severally acknowledge that they signed, sealed, and delivered the same voluntarily and deposed the facts therein stated were true and correct.


NOTARY PUBLIC
My Commission Expires: 4/08