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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION GUIDELINES

INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company:
BERRIES MARKET LLC
(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)

Article II The duration of the Limited Liability Company is 30 years.

Article III The Limited Liability Company has been organized for the following purpose(s):
To sell and deliver produce via internet.

Article IV The street address (NO PO BOX) of the registered office: 1144 INDEPENDENCE DR
ALABASTER AL 35007 and the name of the
registered agent at that office: JEFFREY E. BERRY

Article V The names and addresses of the initial member(s), and organizer (if any):
JEFFREY E BERRY 1144 Independence Dr. ALABASTER AL 35007

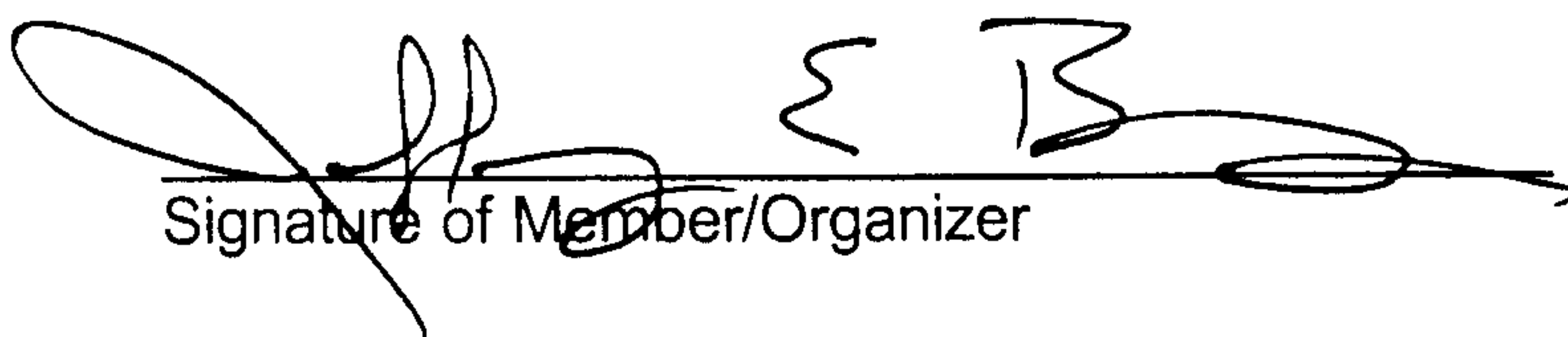
(Attach additional sheets if necessary.)

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.
JEFFREY E. BERRY (same as above)

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 24TH day of October, 2008.

THIS DOCUMENT PREPARED BY:


Signature of Member/Organizer