

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/02/98

CORPORATION:
PK & WD FARM PROPERTIES, LLC

083764
RETURN TO: SMITH & LEHRER CO.
ATTN W H SMITH JR
308 W ADAMS ST
SANDUSKY OH 44870

06159-1562
CHARTER NUMBER: LL004508
ROLL AND FRAME: 6159-1562

DOCUMENT NUMBER	CODE	FEE
98013048201	LCA	85.00
98013048201	MIS	10.00

TOTAL : 95.00
0211

06159-1563



The State of Ohio

Bob Taft

Secretary of State

LL 4508

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: LCA MIS

of:

PK & WD FARM PROPERTIES, LLC

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6159 at Frame 1564 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 30TH day of JAN ,

A.D. 19 98 .



Bob Taft
Bob Taft
Secretary of State

06159-1564

ARTICLES OF ORGANIZATION
(Ohio Revised Code Section 1705.04)
LIMITED LIABILITY COMPANY

APPROVED

By [Signature]
Date 1-30-98
Amount 85
98013048201

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: The name of the limited liability company shall be PK & WD Farm Properties, LLC.

SECOND: This limited liability company shall exist for an indefinite period.

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any by-laws of this limited liability company is: c/o Smith & Lehrer Co., L.P.A., 308 West Adams Street, Sandusky, Ohio 44870.

FOURTH: The purpose of the limited liability company shall be to own and manage farm properties in Erie, Huron and Seneca Counties.

IN WITNESS WHEREOF, we have hereunto subscribed our names, on January 29th 1998.

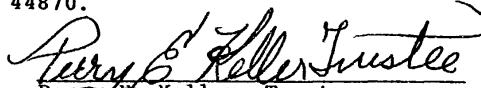
Perry E. Keller Trustee
Perry E. Keller
Trustee of the Perry E. Keller
Trust dated 12/24/93
c/o 4203 S. Hayes Ave.
Sandusky, OH 44870

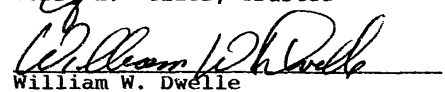
William W. Dweille
William W. Dweille
2919 Old Railroad Rd.
Sandusky, OH 44870

~~06159-1565~~

ORIGINAL APPOINTMENT OF AGENT

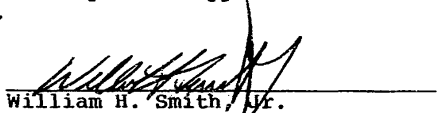
The undersigned, being at least a majority of the members of PK & WD Farm Properties, LLC, appoint William H. Smith, Jr. to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is: c/o Smith & Lehrer Co., L.P.A., 308 West Adams Street, Sandusky, Ohio 44870.


Perry E. Keller, Trustee


William W. Dwellie

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for PK & WD Farm Properties, LLC, acknowledges and accepts the appointment of agent for the limited liability company.


William H. Smith, Jr.
c/o Smith & Lehrer Co., L.P.A.
308 West Adams Street
Sandusky, Ohio 44870
Phone: (419) 625-3672

06159-1566

SMITH & LEHRER CO., L.P.A.
ATTORNEYS AT LAW

WILLIAM H. SMITH
(1912-1978)
JOHN W. LEHRER
WILLIAM H. SMITH, JR.
MELVIN A. SAFERSTEIN

308 WEST ADAMS STREET
SANDUSKY, OHIO 44870
(419) 625-3672
FAX (419) 625-3674

January 29, 1998

Hon. Bob Taft
Ohio Secretary of State
Rhodes Office Tower
30 East Broad Street
14th Floor
Columbus, Ohio 43215

Attention: Corporate Section

Re: PK & WD Farm Properties, LLC

Dear Sir:

Enclosed please find the following:

1. Articles of Organization;
2. Original Appointment of Agent;
3. Our check no. 09967 in the amount of \$85.00 for the filing fee; and
4. Our check no. 09967 in the amount of \$10.00 for expediting the filing

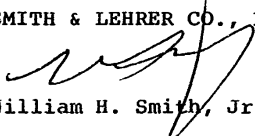
Please file the enclosed documents and return the filings to me as soon as possible by way of the enclosed stamped, self-addressed envelope.

I confirm the availability of the name was issued by your office but not guaranteed at 3:40 p.m. today.

If you have any questions, please call me at (419) 625-3672.

Very truly yours,

SMITH & LEHRER CO., L.P.A.


William H. Smith, Jr.

WHSJR:sep
Enclosures

CORRESPONDENCE