

A00006000120

KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.

ATTORNEYS AT LAW

BERNARD ALLEN
RICHARD E. BERMAN
W. TODD BOYD
CHARLES D. BRECKER
DAVID S. DROBNER
ERICA L. ENGLISH
ALEX ESPENKOTTER
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
RICHARD B. IVANS
MATHAI JACOB
DANIEL A. KASKEL
MICHAEL D. KATZ
MICHAEL I. KEAN
ADAM J. LAMB
JILL D. LEVY
JANICE MALCOLM-BEEKER
MICHELE L. McNICHOL
ANTHONY H. PELLE
MONICA REY-MORAN
JOSE R. RIGUERA
CHARLES D. ROBBINS
WILLIAM D. ROHRER
JOHN R. SQUITERO
WILLIAM R. TRUEBA, JR.

2699 SOUTH BAYSHORE DRIVE
SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

MIAMI-DADE (305) 856-2444
BROWARD (954) 781-4720 • (954) 522-3636
TELECOPIER (305) 285-9227
www.kbsfb.com

RONALD M. BARRON
(1945 - 1994)

OF COUNSEL
ROGER S. GOLDMAN
RICHARD MORTON
WILLIAM A. ZEIHNER, P.A.

FT. LAUDERDALE OFFICE:
100 N.E. 3RD AVENUE, SUITE 28
FT. LAUDERDALE, FLORIDA 333
TELEPHONE: (954) 522-3636
(954) 781-4720
TELECOPIER: (954) 522-5116

January 12, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida

400003098334--6
-01/13/00--01094--006
*****87.50 *****87.50

Re: Citriculture Lands, Ltd.
Our File No. 06038001

Dear Sir or Miss:

Enclosed please find an original and one copy of the Certificate of Florida Limited Partnership of Citriculture Lands, Ltd., together with our firm's check payable to the Department in the total sum of \$87.50 (filing fee and registered agent's acceptance fee). Please be kind enough to process this Certificate for the formation of the above referenced Florida limited partnership and return the enclosed copy stamped as to date of filing and the Department's Certificate evidencing said filing to the undersigned in the return federal express mailer provided.

Should you have any question regarding this filing, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.


William D. Rohrer

WDR/sjz
enclosures

cc: Richard Morton, Esq.
h:\06038001\lrs\sostran.01\AQ3189

00 JAN 13 1999
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
1/18

**CERTIFICATE OF FLORIDA LIMITED
PARTNERSHIP OF CITRICULTURE LANDS, LTD.**

AMERICAN CITRICULTURE, INC. (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for CITRICULTURE LANDS, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is CITRICULTURE LANDS, LTD., a Florida Limited Partnership.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 180 Solano Prado, Coral Gables, Florida 33156. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

AMERICAN CITRICULTURE, INC.
180 Solano Prado
Coral Gables, Florida 33156

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2050.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be CORPCO, INC., at 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is One Thousand United States Dollars (US\$1,000.00) Dollars.

FILED
00 JAN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

999-46920

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 10th day of January, 2000, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

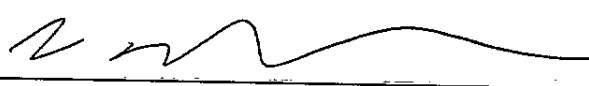
AMERICAN CITRICULTURE, INC.

By: 
RICHARD MORTON, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RICHARD MORTON, as President of AMERICAN CITRICULTURE, INC., who is personally known to me or who produced _____ as identification.

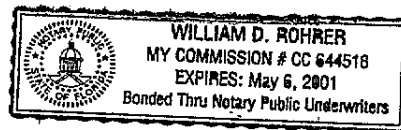
10th SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this day of January, 2000.


Notary Public

Print Name of Notary _____

Serial Number _____

My Commission Expires: _____



FILED
00 JAN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

We hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 15th day of January, 2000.

CORPCO, INC.

By: Michael D. Katz
MICHAEL D. KATZ, President,
Registered Agent

FILED
00 JAN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA