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ACCOUNT NO. : 072100000032

REFERENCE : ~~616422~~ 7197286

AUTHORIZATION : *Patricia Prieto*

COST LIMIT : \$ 297.50

ORDER DATE : March 8, 2000

ORDER TIME : 2:28 PM

300003162873-5

ORDER NO. : 616422-005

CUSTOMER NO: 7197286

CUSTOMER: Ms. Vanessa L. Prieto
SHUTTS & BOWEN LLP
SHUTTS & BOWEN LLP
Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: FLORIDA WETLANDS III, LTD.

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EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
FLORIDA WETLANDS III, LTD.**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, as amended, hereby state the following:

1. The name of the Limited Partnership is **FLORIDA WETLANDS III, LTD.**
2. The office of the Partnership is located at 805 E. Broward Blvd., Suite 201, Ft. Lauderdale, Florida 33301, which is also the location of its principal place of business and its mailing address.
3. The name and address of the agent for service of process required to be maintained by §620.105 of the *Florida Statutes* are:

Lewis J. Lautin
Florida Wetlands Mitigation, Inc.
805 E. Broward Blvd.
Suite 201
Ft. Lauderdale, Florida 33301

4. The name and address of the General Partner is:

Florida Wetlands Mitigation, Inc.
805 E. Broward Blvd.
Suite 201
Ft. Lauderdale, Florida 33301

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5. The term of the Partnership shall commence with the filing of the Partnership's Certificate of Limited Partnership and shall continue until December 31, 2020, unless the Partnership is sooner dissolved with the provisions of its Agreement of Limited Partnership.

6. In accordance with §620.108 of the *Florida Statutes*, the undersigned hereby certify and declare, under the penalties of perjury, that the capital contributions contributed and anticipated to be contributed by the limited partners are \$29,700.00.

7. Except as specifically provided in the Agreement of Limited Partnership, no Partner shall be entitled to demand or receive the return of his, her or its original capital contribution.

SCHEDULE I

Partners and Participating Percentages

	<u>Participating Percentage</u>
General Partner:	
Florida Wetlands Mitigation, Inc.	1.0%
Limited Partners:	
Wetlands Landbank of Florida, Inc.	59.2%
Platt Wetlands, Inc.	24.2%
L.J. Lautin & Company	10.8%
Hopen Family Enterprises, Inc.	4.8%
	<hr/>
	100.0%

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SCHEDULE II

Initial Capital Accounts

	<u>Capital Account</u>
General Partner:	
Florida Wetlands Mitigation, Inc.	\$ 300.00
Limited Partners:	
Wetlands Landbank of Florida, Inc.	\$ 17,760.00
Platt Wetlands, Inc.	\$ 7,260.00
L.J. Lautin & Company	\$ 3,240.00
Hopen Family Enterprises, Inc.	\$ <u>1,440.00</u>
TOTAL:	\$ 30,000.00

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SCHEDULE III

Determined Value

The undersigned, being all the Partners of Florida Wetlands III, Ltd., do hereby agree that the Determined Value of FLORIDA WETLANDS III, LTD. shall be an amount equal to \$5,000.00 per 1% Participating Percentage.

Dated: March 6, 2000

FLORIDA WETLANDS MITIGATION, INC., a Florida corporation

By: [Signature]
Title: President

WETLANDS LANDBANK OF FLORIDA, INC.

By: [Signature]
Title: President

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PLATT WETLANDS, INC.

By: [Signature]
Title: President

L.J. LAUTIN & COMPANY

By: [Signature]
Title: President

HOPEN FAMILY ENTERPRISES, INC.

By: [Signature]
Title: President

I hereby accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership and Affidavit Declaring Amount of Capital Contributions this 6th day of March, 2000.

GENERAL PARTNER

FLORIDA WETLANDS MITIGATION, INC.

By: 

Lewis J. Lantin, its President /Registered agent

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