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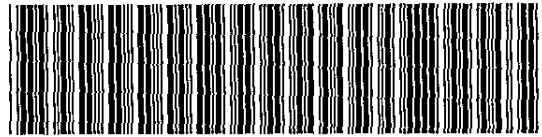
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04 OCT 28 AM 10: 25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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October 28, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Sunniland Family Limited Partnership

(FILE SECOND)

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 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CERTIFICATE
OF
LIMITED PARTNERSHIP
SUNNILAND FAMILY LIMITED PARTNERSHIP

04 OCT 28 PM 2:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following as the **CERTIFICATE OF LIMITED PARTNERSHIP** and **AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS**.

ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is **SUNNILAND FAMILY LIMITED PARTNERSHIP**.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: CHARLES M. KELLY, JR.	Street: c/o Kelly Passidomo Alba & Cassner, LLP 2640 Golden Gate Parkway, Suite 305 City: Naples, Florida 34105
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The registered agent is an individual who is a resident of Naples, Collier County, Florida and whose business office is the same as the Partnership's registered office.

ARTICLE 3
PRINCIPAL OFFICE

The mailing address of the principal office in the United States where the records of the Partnership are to be maintained is:

c/o: SUNNILAND FAMILY LIMITED PARTNERSHIP	Street: P.O. Box 930 City: Immokalee, Florida 34143
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The records maintained and to be maintained at this office are those prescribed by § 620.106 of the Florida Revised Uniform Limited Partnership Act.

ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER(S)

The names, the mailing addresses, and the street addresses of the business of the General Partners are:

SUNNILAND PARTNERS, LLC	Street: P.O. Box 930 City: Immokalee, Florida 34143
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ARTICLE 5
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Uniform Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6
TERM OF THE LIMITED PARTNERSHIP

The term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of fifty (50) years from the date hereof, unless the Partnership is sooner dissolved in accordance with the provisions of its Agreement of Limited Partnership.

ARTICLE 7
RETURN OF CAPITAL

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.

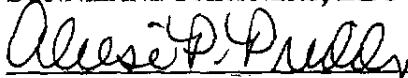
ARTICLE 8
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner(s) acknowledge(s) and state(s) that they/he/she is authorized to execute and file this Certificate for and on behalf of the SUNNILAND FAMILY LIMITED PARTNERSHIP.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

SUNNILAND PARTNERS, LLC

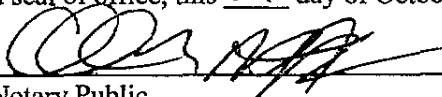


ALIESE P. PRIDDY, MANAGER

STATE OF FLORIDA :
:SS
COUNTY OF COLLIER :

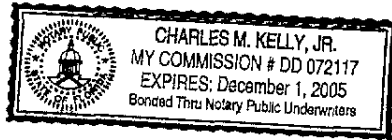
BEFORE ME, the undersigned authority, on this day personally appeared ALIESE P. PRIDDY, MANAGER OF SUNNILAND PARTNERS, LLC, known to me to be the person whose name is subscribed to the foregoing instrument or who produced a drivers license as identification and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of SUNNILAND FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 26 day of October, 2004.



Notary Public

My Commission Expires:



j:\FLP\Certificate of Limited Partnership

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of SUNNILAND FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$2,000,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10,000,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

SUNNILAND PARTNERS, LLC


ALIESE P. PRIDDY, MANAGER

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for SUNNILAND FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Stat. § 620.192.

Dated this 26 day of October, 2004.

REGISTERED AGENT



CHARLES M. KELLY, JR.

jAFLP\Acceptance of Registered Agent