

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-1370
 Mailing Address: P.O. Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-372-8022
 FAX (904) 222-1372

A96000000835 of **No 52504**
DRI Global Products Ltd

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W9600000835

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/1	_____	_____
TIME	8:30	_____	CK No. _____
BY	<i>W</i>	_____	_____

WALK-IN
 Will Pick Up _____

	FEE	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
<input checked="" type="checkbox"/> Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	*****97.50	*****07.50
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Conn

AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
DPI GLOBAL PRODUCE LTD.

FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION
95 MAY - 2 PM 11: 2009

THIS AFFIDAVIT AND CERTIFICATE is made and entered into effective for all purposes and all respects the *24th* day of April, 1996 by and among the undersigned parties.

W I T N E S S E T H :

WHEREAS, the parties hereto desire to form a Limited Partnership, known as DPI GLOBAL PRODUCE LTD. (the "Partnership"), under and pursuant to the Uniform Limited Partnership Act (U.L.P.A.) and relevant laws of the State of Florida.

1. The name of the Partnership is:

DPI GLOBAL PRODUCE LTD.

2. The business of the Partnership shall consist of (i) the acquisition of farm property in South America; (ii) providing advances for foreign growers; (iii) carrying on any and all activities related thereto; and (iv) any other lawful business.

3. The principal office and place of business shall be located at c/o David Deschino, 7601 N. Federal Highway, Suite 165B, Boca Raton, Florida 33487, or such other place in Florida as the General Partner may from time to time deem advisable. The mailing address of the limited partnership is the same.

4. The names and addresses of each Partner is as follows:

General Partner: Deschino Produce & Imports, Inc.
535211 7601 N. Federal Highway
Suite 165B
Boca Raton, Florida 33487

Initial Limited Partner: David Deschino
7601 N. Federal Highway
Suite 165B
Boca Raton, Florida 33487

with a copy to: Jeffrey G. Klein, Esq.
2600 N. Military Trail
Suite 270
Boca Raton, Florida 33431

Any document executed by the General Partner in compliance with the terms of this Certificate, shall be conclusive evidence in favor of any person relying thereon or claiming thereunder that:

(i) At the time or times of the execution and/or delivery thereof, the Partnership was in full force and effect;

(ii) Such instrument or document was duly executed in accordance with the provisions of the Partnership Agreement; and

(iii) Such General Partner is duly authorized to execute and/or deliver said document for and on behalf of the Partnership.

5. The term of the Partnership commences as of the filing date with the Secretary of State, and shall continue until January 1, 2020, unless previously terminated in accordance with the provisions of this Agreement.

6. The amount of cash or property (at its agreed value), to be contributed to the capital of the Partnership by each Partner is as follows:

Deschino Produce & Imports, Inc. \$1,000

David Deschino \$ 100

The total anticipated limited partner contribution amount is \$1100.00

7. No Limited Partner (in its capacity as a Limited Partner), shall be required to make any additional capital contribution, or be personally liable for any losses, debts, obligations or liabilities of the Partnership; beyond the amount set forth opposite its name in paragraph 6 herein.

8. There is no right by the Limited Partners for a return of capital until the liquidation of the Partnership.

9. No Partner shall have priority over any other Partner with respect to contribution or capital accounts.

10. A substitute General Partner may continue the Partnership on the demise of a General Partner.

11. No Limited Partner shall have any right to demand and receive property, in lieu of cash, in return of his capital account.

12. The registered agent is Jeffrey G. Klein, whose address is Suite 270, 2600 N. Military Trail, Boca Raton, Florida 33431.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 AM 11:20

IN WITNESS WHEREOF, DAVID DESCHINO and DESCHINO PRODUCE & IMPORTS, INC. affix their signatures and seals as of the day and year first above written and swear to all of the foregoing.

DESCHINO PRODUCE & IMPORTS, INC.

By: *David Deschino*
David Deschino, President

DAVID DESCHINO

David Deschino

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 AM 11:20

State of Florida)
) BB
County of Palm Beach)

FILED STATIONS
SECRETARY OF STATE
DIVISION OF RECORDS
APR 17 1996

The foregoing instrument was acknowledged before me this day of April, 1996 by DAVID DESCHINO individually and as President of DESCHINO PRODUCE & IMPORTS, INC.. He is personally known to me and did not take an oath.

Gail F. Tomlin

Notary Public

Florida Registered Agent
Jeffrey G. Klein, P.A.
Suite 270
2600 N. Military Trail
Boca Raton, FL 33431



GAIL F. TOMLIN
My Commission CC478712
Expires Jul. 06, 1999
Bonded by HAI
800-422-1688

Having been named Registered Agent for DPI GLOBAL PRODUCE LTD., at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

Jeffrey G. Klein

Jeffrey G. Klein
Registered Agent