

M05000003619

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

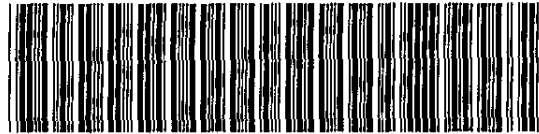
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
05 JUN 29 AM 9:21
TALLAHASSEE, FLORIDA
STATE
OFFICE OF
CORPORATIONS

RECEIVED
05 JUN 28 PM 4:30
TALLAHASSEE, FLORIDA
STATE
OFFICE OF
CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 447889 7492076

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ ~~1650.00~~

05 JUN 29 AM 9:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 24, 2005

ORDER TIME : 12:05 PM

ORDER NO. : 447889-005

CUSTOMER NO: 7492076

CUSTOMER: Ms. Linda Cannarsa
Orange-co, Lp
Suite 400
3003 Tamiami Trail North
Naples, FL 34103

1775.00

FOREIGN FILINGS

NAME: FLORIDA CITRUS HOLDINGS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 29, 2005

TROY TODD
CSC
TALLAHASSEE, FL

SUBJECT: FLORIDA CITRUS HOLDINGS LLC
Ref. Number: W05000031629

RESUBMIT
FILED
JUN 29 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FLORIDA CITRUS HOLDINGS LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being retained for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$1,650.00.

Also, the application you submitted does not include the Registered Agent page. Please complete, sign, and return the attached R.A. page.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 005A00043795

RECEIVED
05 JUN 29 PM 2:42
DIVISION OF CORPORATIONS

Florida Citrus Holdings LLC
3003 Tamiami Trail North
Suite 201
Naples, FL 34103

FILED
05 JUN 29 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 27, 2005

Florida Department of State
Division of Corporations
Tallahassee, FL 32314

Re: Florida Citrus Holdings LLC
Application by foreign limited liability company for authorization to transact business in Florida

Dear Sir or Madam:

Florida Citrus Holdings LLC was originally organized in the state of Delaware. In 2003, this entity began acquiring ownership of income-producing citrus groves located in Florida. At that time, the entity should have applied for authorization to transact business in Florida. However, it has just now come to our attention that due to an oversight the application was never submitted. We are now therefore submitting our application to transact business in Florida. We apologize for this oversight, and we respectfully request that any penalties resulting from the delayed filing of the application be waived.

Should you have any questions, please call me at (239) 261-4455.

Sincerely,



Linda M. Cannarsa
Accounting Manager

cc: John D. O'Connor

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FLORIDA CITRUS HOLDINGS LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0799204
(FEI number, if applicable)
4. 12/05/02
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 15, 2003
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 3003 TAMiami TRAIL N. SUITE 201
NAPLES, FL 34103
(Street Address of Principal Office)

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 TALLAHASSEE, FLORIDA
 05 JUN 29 AM 9:21
 FILED

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

BGC AG INVESTMENTS LLC	3003 TAMiami TRAIL N. SUITE 201	NAPLES, FL 34103
MCC AG INVESTMENTS LLC	3003 TAMiami TRAIL N. SUITE 201	NAPLES, FL 34103
RCP CITRUS LLC	650 MADISON AVE	NEW YORK, NY 10022
RCMF CITRUS LLC	650 MADISON AVE	NEW YORK, NY 10022

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The ownership of
producing citrus crops

Thomas J. Flood
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
THOMAS J. FLOOD
 Typed or printed name of signee
 Manager, BGC AG Investments, LLC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FLORIDA CITRUS HOLDINGS LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By:

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

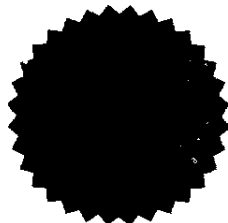
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA CITRUS HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLORIDA CITRUS HOLDINGS LLC" WAS FORMED ON THE SIXTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3598693 8300

050528203

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3976629

DATE: 06-24-05