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JONATHAN S. DEAN P.A.\*  
MICHAEL E. DEAN  
SUSAN E. DEAN P.A.  
DAVID E. MIDGETT P.A.

A LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

MAILING ADDRESS:  
230 N.E. 25TH AVENUE  
OCALA, FLORIDA 34470-2938

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OCALA (352) 368-2800  
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E-MAIL: dean@atlantic.net

\*CERTIFIED CIRCUIT COURT MEDIATOR

August 24, 2000

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08/29/00 01085- 004  
\*\*\*1093.75 \*\*\*1093.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

W-2/389

RE: DEBCO, Ltd.


Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$1,093.75 representing the filing fee for the Certificate of Limited Partnership for DEBCO, Ltd. Please file the enclosed Certificate of Limited Partnership and forward us the certificate.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

DEAN & DEAN, LLP

  
Michael E. Dean  
For the Firm

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 30, 2000

DEAN & DEAN  
MICHAEL E DEAN  
230 N.E. 25TH AVENUE  
OCALA, FL 34470-2938

SUBJECT: DEBCO, LTD.  
Ref. Number: W00000021389

We have received your document for DEBCO, LTD. and your check(s) totaling \$1093.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 100A000464

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

~~DEBCO, LTD.~~  
GEOCO, LTD.

The parties hereto do hereby certify that an Agreement was made effective the 15 day of August, 2000, at Marion County, Florida, by and between the General Partner, **FIVE OAKS FARMS, INC.** and the Limited Partners, **GEORGE B. McFARLAND** and **DEBORAH L. McFARLAND**.

1. *Name.* The name of the Limited Partnership is ~~DEBCO, LTD.~~ GEOCO, LTD.
2. *Business.* The general character of the Partnership business shall be the acquisition and operation of investment real estate property and any other such business as permitted by law.
3. *Principal Place of Business and Mailing Address.* The location of the principal place of business and mailing address of the Partnership is 5065 NW 150<sup>th</sup> Ave., Morriston, Florida 32668.
4. *Registered Agent and Office.* The registered agent for this Limited Partnership is Deborah L. McFarland. The address for the office of the registered agent is 5065 NW 150<sup>th</sup> Ave., Morriston, Florida 32668.
5. *The Partners.* The General Partner and Limited Partners of this Limited Partnership are as follows:

<i>General Partner</i>	<i>Address</i>
<b>FIVE OAKS FARM, INC.</b>	5065 NW 150 <sup>th</sup> Ave., Morriston, Florida 32668

<i>Limited Partners</i>	<i>Address</i>
<b>DEBORAH L. McFARLAND</b>	5065 NW 150 <sup>th</sup> Ave., Morriston, Florida 32668
<b>GEORGE B. McFARLAND</b>	5065 NW 150 <sup>th</sup> Ave., Morriston, Florida 32668

6. *Term.* The Partnership shall begin on the 15 day of August, 2000, and shall continue for 50 year thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

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7. *Capital Contributions.* The following capital contributions of the Partners have been agreed upon:

DEBORAH L. McFARLAND                      \$150,000.00

GEORGE B. McFARLAND                      None.

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership at 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General Partner may admit additional limited partners.

12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or incapacity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

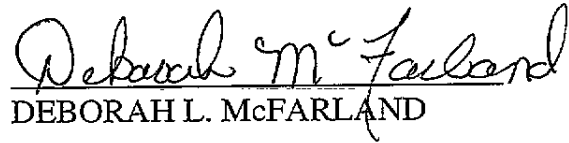
14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.

15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto.

**LIMITED PARTNERS:**

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TALLAHASSEE FLORIDA

  
GEORGE B. McFARLAND

  
DEBORAH L. McFARLAND

**GENERAL PARTNER:**

FIVE OAKS FARM, INC.

By:   
DEBORAH L. McFARLAND, President

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TALLAHASSEE, FLORIDA

**Schedule "A"**

Attached to ~~DEBOCO, LTD.~~, dated the 15 day of August, 2000.  
GEOCO, LTD.

1. The following real estate subject to the encumbrances owed thereon to-wit:

(Legal to be inserted)- See Exhibit "B" attached hereto.

2. The following accounts in the following institutions, together with all future additions, interest or accumulations therein:

N/A

3. The following securities in the following companies:

N/A

4. The following vehicles:

N/A

5. All rights, title and interests in and to the following:

N/A

DATED the 15<sup>th</sup> day of August, 2000.

**GENERAL PARTNER:**

FIVE OAKS FARM, INC.

By: Deborah L. McFarland  
DEBORAH L. McFARLAND, President

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of August, 2000, by Deborah L. McFarland, who is personally known to me.

Mary L. Rountree  
Notary Public

MARY L. ROUNTREE  
Notary Public, State of Florida  
My comm. expires April 20, 2001  
Comm. No. CC635491

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TALLAHASSEE, FLORIDA

EXHIBIT "B"

FROM : Five Oaks Farm  
Tract 1:

FAX NO. : 352-351-3513

Jul. 20 2000

A parcel of land lying in Sections 15 and 22, Township 14 South, Range 19 East, more particularly described as follows: Commencing at the NW corner of said Section 15; thence S.  $01^{\circ} 04' 28''$  E. along the W. boundary of said Section 15, 4510.21 feet to the point of beginning of the herein described parcel; thence S.  $89^{\circ} 55' 09''$  E. parallel with the N. boundary of the NW  $1/4$  of said Section 15, 3284.72 feet to the E. boundary of the W  $1/4$  of the SE  $1/4$  of said Section 15; thence S.  $1^{\circ} 02' 16''$  E. 837.83 feet to the SE corner of said W  $1/4$  of the SE  $1/4$ ; thence N.  $89^{\circ} 30' 56''$  W. along the S. boundary of said W  $1/4$  of SE  $1/4$  656.96 feet to the S  $1/4$  corner of said Section 15 and the N  $1/4$  corner of aforementioned Section 22; thence S.  $01^{\circ} 07' 38''$  E. along the E. boundary of the NW  $1/4$  of said Section 22, 616.45 feet; thence N.  $89^{\circ} 55' 09''$  W. along a line parallel with the aforementioned N. line of Section 15 2624.64 feet to the W. boundary of the NW  $1/4$  of said Section 22; thence N.  $01^{\circ} 22' 04''$  W. along said W. boundary 635.40 feet to the NW corner of said Section 22 and the SW corner of the aforementioned Section 15; thence N.  $01^{\circ} 04' 28''$  W. along the W. boundary of said Section 15, 814.32 feet to the point of beginning.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of ~~DEBCO, Inc.~~, a  
GEOCO, LTD.

Florida limited partnership certify:

The amount of capital contributions to date of the limited partners is \$150,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at  
this time totals \$150,000.00.

Signed this 25 day of August, 2000. Further Affiant sayeth not.

Under the penalties of perjury I declare that I have read the foregoing and know  
the contents hereof and that the facts stated therein are true and correct.

Five Oaks Farm, Inc.

By:

*Deborah L. McFarland*  
Deborah L. McFarland, President

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TALLAHASSEE, FLORIDA

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