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" Founded 1925 "

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October 4, 2000

BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER: 7099 3400 0005 1724 7585

Division of Corporations
Limited Partnership Filings
Post Office Box 6327
Tallahassee, Florida 32314

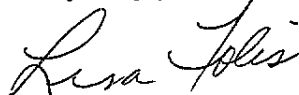
Re: SUNKISS CITRUS LIMITED PARTNERSHIP

Dear Sir/Madam:

We enclose on behalf of our client, Sunkiss Citrus Limited Partnership, an original and a copy of Certificate of Limited Partnership and Affidavit of Contributions. Please file these documents as quickly as possible. Then, using the enclosed copy, please provide a certified copy and return it to our office via regular U.S. mail. We also enclose our check made payable to "Secretary of State" in the amount of \$1837.50 to cover the filing fees for this transaction.

Thank you for your expediency in this matter, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

SL

FILED
00 OCT 11 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUNKISS CITRUS LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, Florida Statutes, hereby states the following:

1. The name of the limited partnership (the "Partnership") is "Sunkiss Citurs Limited Partnership."
2. The mailing address and the address of the office of the Partnership are 2323 Sandy Pine Drive, Punta Gorda, Florida 33982.
3. The name and address of the agent for service of process on the Partnership (the "Registered Agent") are Elwood P. Safron, 2323 Sandy Pine Drive, Punta Gorda, Florida 33982.
4. The name and business address of the sole general partner are:

F89425
Sunkiss Groves, Inc.
2323 Sandy Pine Drive
Punta Gorda, Florida 33982
5. The latest date upon which the Partnership shall dissolve is December 31, 2073.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the general partner of Sunkiss Citrus Limited Partnership by its President, this the 23rd. day of Oct. 1999. The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

Sunkiss Groves, Inc.

By 
Elwood P. Safron
As its President

FILED
00 OCT 11 PM 1:33
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Sunkiss Citrus Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned accepts appointment as Registered Agent of the Partnership and acknowledges that he is familiar with, and accepts, the obligations of that position.


Elwood P. Safron
Registered Agent

LAF-355421

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00 OCT 11 PM 1:34
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~ CHARLOTTE

BEFORE ME, the undersigned authority, personally appeared Elwood P. Safron, as the President of Sunkiss Groves, Inc., a Florida corporation, which is the General Partner of Sunkiss Citrus Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

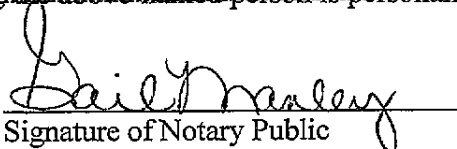
1. The amount of capital contributions to the Partnership by the Limited Partners is \$ 1,000.⁰⁰.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$ 2,500,000.⁰⁰.

FURTHER AFFLIANT SAYETH NAUGHT.

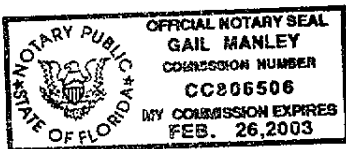
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


Elwood P. Safron

SWORN TO AND SUBSCRIBED before me this 23rd. day of Oct., 1999 by Elwood P. Safron, who is personally known to me. ~~or who has produced~~ as identification. ~~If no type of identification is indicated, the above named person is personally known to me.~~


Signature of Notary Public

(Notary Seal)



Gail Manley
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on
02-26-03.

LAF-355424

FILED
OCT 11 PM 1:34
TALLAHASSEE, FLORIDA
CLERK OF STATE