

HENDERSON KEASLER LAW FIRM

Alan D. Henderson
Frank R. Keasler Jr.

Robert H. Sturges
Sean A. Espen

Handwritten: A01 000000308

Stamp: February 28, 2001

Stamp: FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR - PM 4:26

VIA FEDERAL EXPRESS

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Stamp: 800003790759--0
-03/01/01--01035--001
***1837.50 ***1837.50

Re: **Farmers Realty Limited Partnership**

Dear Sir or Madam:

Enclosed please find two originals of the Affidavit and Certificate of Limited Partnership of Farmers Realty Limited Partnership.

Please file the original of the Affidavit and Certificate, and certify and return the copy to me by U.S. Mail. Please telefax confirmation of filing to me at (904)992-6948. Enclosed is our check in the amount of \$1,837.50 computed as follows:

Filing Fee.....	\$1,750.00
Certified Fee	52.50
Registered Agent Fee	35.00
TOTAL.....	<u>\$1,837.50</u>

Please feel free to call if you have any questions.

Sincerely,

HENDERSON KEASLER LAW FIRM

Signature: Frank R. Keasler, Jr.

Frank R. Keasler, Jr.

Handwritten: ext. 108

G:\K\K0663\00\SOS.LTR
Enclosures

Handwritten: OK to file per Jeff.
- Leo
3/5
W01-4901

Handwritten: uncal



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 2001

FRANK KEASLER, JR.
4309 PABLO OAKS COURT, SUITE 200
JACKSONVILLE, FL 32224

SUBJECT: FARMERS REALTY LIMITED PARTNERSHIP
Ref. Number: W01000004901

We have received your document for FARMERS REALTY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

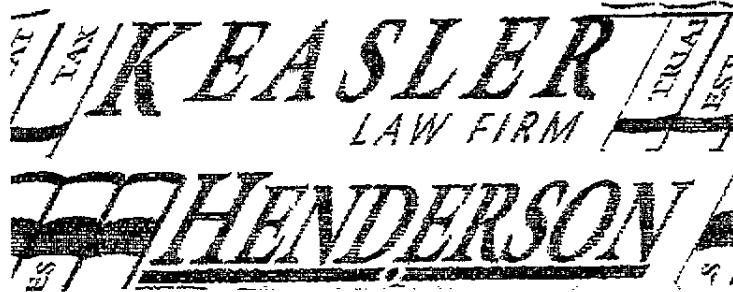
Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 101A00013275



TO: Brenda Tadlock		FROM: Frank Keasler, Esq.
RE: Family Realty Limited Partnership		
FAX: (850) 410-1015		FAX: (904) 992-6948
Attn: Brenda Tadlock		
DATE: 03/05/01		NUMBER OF PAGES (including cover): 4
		OUR CLIENT#: K0663.00
PERSONAL & CONFIDENTIAL <input type="checkbox"/>	URGENT <input checked="" type="checkbox"/>	FOR YOUR REVIEW <input type="checkbox"/>
REPLY ASAP <input type="checkbox"/>	PLEASE CONFIRM RECEIPT <input checked="" type="checkbox"/>	ORIGINAL TO FOLLOW BY MAIL <input type="checkbox"/>

Pursuant to your conversation with Mr. Keasler, following is the Certificate of Limited Partnership and Affidavit of Capital Contributions

NOTICE: This message is intended only for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is prohibited strictly. If you have received this communication in error, please notify us by telephone immediately, and return the original message to us at the above address via the U.S. Postal Service. Thank you.



Alan D. Henderson
Frank R. Keasler Jr.

Robert H. Sturgess
Sean A. Espenship

March 8, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attn: Ms. Tammi Cline, Document Specialist

Re: **Farmers Realty Limited Partnership**

Dear Ms. Cline:

Enclosed for your information is a copy of your letter dated March 5, 2001. In your letter, you returned the original Certificates of Limited Partnership and Affidavit of Capital Contributions to me. Pursuant to my conversation with Brenda Tadlock of your agency, the Division of Corporations agreed to accept the filing of Farmers Realty Limited Partnership without further amendment or information. I am returning the original Certificates of Limited Partnership and Affidavit of Capital Contributions herein. Please mail a certified copy of the Certificate to me as soon as possible.

Please feel free to call if there are any questions.

Sincerely,

HENDERSON KEASLER LAW FIRM

Frank R. Keasler, Jr.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 2001

FRANK KEASLER, JR.
4309 PABLO OAKS COURT, SUITE 200
JACKSONVILLE, FL 32224

SUBJECT: FARMERS REALTY LIMITED PARTNERSHIP
Ref. Number: W01000004901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FARMERS REALTY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 101A00013275

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

FARMERS REALTY LIMITED PARTNERSHIP

FILED
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SECRETARY OF
STATE

The undersigned general partner files this Certificate of Limited Partnership of Farmers Realty Limited Partnership with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

0.1 **NAME.** The name of the limited partnership is Farmers Realty Limited Partnership.

0.2 **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** Henderson Keasler Law Firm, 4309 Pablo Oaks Court, Suite 200, Jacksonville, Florida 32224.

0.3 **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Frank R. Keasler, Jr., whose business address is 4309 Pablo Oaks Court, Suite, 200, Jacksonville, Florida 32224.

0.4 **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

St. Augustine Land Trust

4309 Pablo Oaks Court, Suite 200
Jacksonville, Florida 32224

0.5 **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** January 1, 2001, or when this Certificate is filed with the Secretary of State, if later.

0.6 **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2049.

0.7 **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The Limited Partners will make initial capital contributions for their partnership interest of \$500,000 and it is anticipated the Limited Partners may make additional capital contributions of up to \$0. The total amount anticipated to be contributed by the limited partners is \$500,000.

0.8 **AFFIRMATION.** Each general partner hereby acknowledges pursuant to the Act:

0.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

0.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

0.8.3 If, after the execution of this Certificate a general partner knows any arrangement or other fact described in this certificate changed, making the statement inaccurate in any material respect, then the general partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 28 day of February, 2001.

St. Augustine Land Trust
General Partner



St. Augustine Land Trust
By: Frank R. Keasler, Jr.
Its: Trustee

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SECRETARY OF THE
CLERK OF THE

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Farmers Realty Limited Partnership, desiring to organize or qualify under the laws of the State of Florida hereby designates Frank R. Keasler, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224.

DATED this 28 day of February, 2001.

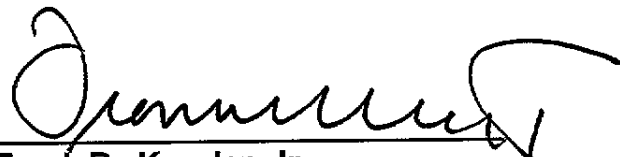
St. Augustine Land Trust
General Partner



St. Augustine Land Trust
By: Frank R. Keasler, Jr.
Its: Trustee

Being named as registered agent to accept service of process for the above stated limited partnership, 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.

DATED this 28 day of February, 2001.



Frank R. Keasler, Jr.
c/o Henderson Keasler Law Firm
4309 Pablo Oaks, Suite 5
Jacksonville, FL 32224