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JONATHAN W. NEWLON, P.A.
ATTORNEY AT LAW

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June 4, 2001

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-06/13/01--01046--002
***1837.50 ***1837.50

Re: The Rooks Family Limited Partnership.

Gentlemen:

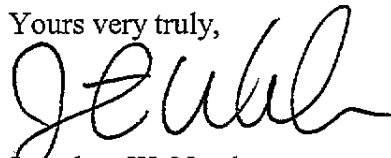
I am enclosing herewith the original and one copy of the Certificate of Limited Partnership of The Rooks Family Limited Partnership, together with the accompanying Affidavit of Capital Contributions and Acceptance as Registered Agent.

Also enclosed is this firm's check in the sum of \$1,837.50, representing the maximum filing fee for a Certificate of Limited Partnership of \$1,750.00, \$35.00 for the Designation of Registered Agent, and \$52.50 for a certified copy.

I would appreciate your filing this Certificate of Limited Partnership as soon as possible. Please return copies of the filed Certificate to me at the above address.

If you should have any questions concerning this matter, please contact this office.

Yours very truly,


Jonathan W. Newlon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	<i>6/13/01</i>
Availability	<i>dec</i>
Document	JWN:cjh
Examiner	Enclosures DCC
Updater	DCC
Updater Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

Resubmit date

Tc
\$4,177,095.38

11 pages

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W01000014178



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2001

JONATHAN W. NEWTON, P.A.
P.O. BOX 512
SAN ANTONIO, FL 33576

SUBJECT: THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP
Ref. Number: W01000014178

We have received your document for THE A.L. ROOKS, SR., FAMILY 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):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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) 487-6051.

Diane Cushing
Corporate Specialist

Letter Number: 801A00037523

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

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TALLAHASSEE, FLORIDA

The parties hereto do hereby certify that an Agreement was made effective the 17th day of July, 2001, at Dade City, Pasco County, Florida, by the following, herein called "General Partners":

ALBERT L. ROOKS, SR.
DOT V. ROOKS

and by the following, hereinafter referred to as "Limited Partners":

ALBERT L. ROOKS, SR.
DOT V. ROOKS

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act.

1. Name. The name of this Limited Partnership is THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to operate a cattle ranch, and manage and invest stock, bonds, income and money.

3. Principal Place of Business. The location of the principal place of business of the Partnership is 16334 Snow Memorial Highway, Brooksville, Hernando County,

Florida 34601. Its mailing address is 16334 Snow Memorial Highway, Brooksville, Florida 34601.

4. Registered Agent. The registered agent for service for this Limited Partnership is Albert L. Rooks, Sr., whose address is 16334 Snow Memorial Highway, Brooksville, Florida 34601.

5. The Partners. The General Partners and Limited Partners of this Limited Partnership are as follows:

GENERAL PARTNERS

PLACE OF RESIDENCE

ALBERT L. ROOKS, SR.

16334 Snow Memorial Highway
Brooksville, Florida 34601

DOT V. ROOKS

16334 Snow Memorial Highway
Brooksville, Florida 34601

LIMITED PARTNERS

PLACE OF RESIDENCE

ALBERT L. ROOKS, SR.

16334 Snow Memorial Highway
Brooksville, Florida 34601

DOT V. ROOKS

16334 Snow Memorial Highway
Brooksville, Florida 34601

6. Term. The Partnership shall begin on the 17th day of July, 2001, and shall continue for twenty-five (25) years thereafter, unless sooner dissolved by law or by agreement of the parties hereto, or unless extended by a majority agreement of the Partners, resulting in a latest possible termination date of July 17, 2026.

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7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his 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 his interest in the Partnership acting through the guardian, but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partners 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 insanity 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 servicing General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (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 his 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, with an agreed value of \$4,395,000.00, together with cash in the amount of \$1,942.50.

<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
ALBERT L. ROOKS, SR. General Partner	5%	\$ 109,923.56
DOT V. ROOKS, General Partner	5%	\$ 109,923.56
ALBERT L. ROOKS, SR., Limited Partner	45%	\$2,088,547.69
DOT V. ROOKS, Limited Partner	45%	\$2,088,547.69

The above assets are transferred for the accounts of the following with percentage ownership applicable to each.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this agreement on the date first above written.

GENERAL PARTNERS:

Albert L. Rooks SR
ALBERT L. ROOKS, SR.

Dot V. Rooks
DOT V. ROOKS

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LIMITED PARTNERS:

Albert L. Rooks SR
ALBERT L. ROOKS, SR.

Dot V. Rooks
DOT V. ROOKS

Jonathan W. Newton
Jonathan W. Newton
Mary C. Cabot
Mary C. Cabot

Jonathan W. Newton
Jonathan W. Newton
Mary C. Cabot
Mary C. Cabot

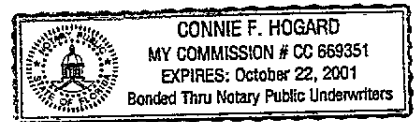
STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALBERT L. ROOKS, SR., and DOT V. ROOKS, personally known to me, who executed the foregoing Limited Partnership Agreement, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Dade City, Pasco County, Florida, this 4th day of May, 2001.

Connie F. Hogard
Connie F. Hogard
Notary Public- State of Florida
Commission Expires:
Commission Number:



SCHEDULE "A"

SEE EXHIBIT "A" ATTACHED HERETO

The above-described real estate is hereby conveyed to THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP, with Grantors retaining the obligation to personally pay all obligations thereon if any presently exist.

GENERAL PARTNERS:

Albert L. Rooks SR
ALBERT L. ROOKS, SR.

Dot V. Rooks
DOT V. ROOKS

LIMITED PARTNERS:

Albert L. Rooks SR
ALBERT L. ROOKS, SR.

Dot V. Rooks
DOT V. ROOKS

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the General Partners of THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the Limited Partners is Four Million One Hundred Seventy-Seven Thousand Ninety-Five and 38/100 (\$4,177,095.38) Dollars.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals Four Million One Hundred Seventy-Seven Thousand Ninety-Five and 38/100 (\$4,177,095.38) Dollars.

FURTHER, AFFIANTS SAYETH NOT.

Under the penalties of perjury, we declare that we have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct, this 4th day of May, 2001.

THE A.L. ROOKS, SR., FAMILY LIMITED PARTNERSHIP

By: Albert L. Rooks SR
ALBERT L. ROOKS, SR.

By: Dot V. Rooks
DOT V. ROOKS

General Partners

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TALLAHASSEE, FLORIDA

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ACCEPTANCE AS REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS CERTIFICATE OF
LIMITED PARTNERSHIP, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER
CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: Albert J. Boehm SR