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Florida Department of State

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To:

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Fax Number : (850)205-0383

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904)356-2600
Fax Number : (904)355-0233

FLORIDA LIMITED PARTNERSHIP

H & G Nursery Properties, LLLP

Certificate of Status	1
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
H & G NURSERY PROPERTIES, LLLP
a Florida 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 Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is H & G Nursery Properties, LLLP.
2. The address of the office of the Partnership is 2190 Aron Drive, Green Cove Springs, Florida 32043.
3. The name and address of the agent for service of process on the Partnership are George E. Hall, 2190 Aron Drive, Green Cove Springs, Florida 32043.
4. The name and business address of the general partner is H & G Wholesale Nurseries, Inc. at 907 Blanding Boulevard, Jacksonville, Florida 32065. **F 21901**
5. The mailing address of the Partnership is 2190 Aron Drive, Green Cove Springs, Florida 32043.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by its general partner.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all general partners of H & G Nursery Properties, LLLP this 27 day of December, 2001.

H & G WHOLESALE NURSERIES, INC.

By: George E. Hall
George E. Hall, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for H & G Nursery Properties, LLLP, a Florida limited partnership ("Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated this 27 day of December, 2001.

George E. Hall
George E. Hall

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
H & G NURSERY PROPERTIES, LLLP

BEFORE ME, the undersigned authority, personally appeared George E. Hall, President of H & G Wholesale Nurseries, Inc., a Florida corporation, constituting the general partner of H & G Nursery Properties, LLLP, a Florida limited partnership, hereinafter referred to as the "Partnership," the address for whom is 2190 Aron Drive, Green Cove Springs, Florida 32043, who, upon being duly sworn, certifies as follows:

1. The amount of initial capital contributions to the Partnership by the limited partners is \$ 211,442.00

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is not yet known.

FURTHER AFFIANT SAITH NOT.

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

H & G WHOLESALE NURSERIES, INC.

By: George E. Hall
George E. Hall, President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of Dec., 2001, by George E. Hall, President of H & G WHOLESALE NURSERIES, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a driver's license as identification.



Mary A. Robison
MY COMMISSION # CC946758 EXPIRES
October 6, 2004
BONDED THROUGH TROY FARM INSURANCE, INC.

Mary A. Robison
Notary Public, State of Florida
Commission No.: CC946758
Commission Expires: 10/06/04

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