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SMITH HULSEY & BUSEY
1800 FIRST UNION NATIONAL BANK TOWER
225 WATER STREET
POST OFFICE BOX 53315
JACKSONVILLE, FLORIDA 32201-3315

BRANDON L. AYSUE
DENISE E. BARNETT
JAMES A. BOLLING
STEPHEN D. BUSEY
CHARMAINE T. M. CHIU
MICHAEL R. FREED
KATHERINE S. GIBBS
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MICHAEL H. HARMON
JEANNE E. HELTON
REYNOLD N. HOOVER
DAVID J. HULL
CYNTHIA C. JACKSON
CHARLES H. KELLER
G. PRESTON KEYES
RICHARD E. KLEIN
WILLIAM E. KUNTZ
LAUREN PARSONS LANGHAM
M. RICHARD LEWIS, JR.

JOHN F. MACLENNAN
RAYMOND R. MAGLEY
E. OWEN McCULLER, JR.
R. LEANNE McKNIGHT
MATTHEW R. McLAUCHLIN
BERT J. MILLIS
STEPHEN D. MOORE, JR.
RAYMOND M. O'STEEN, JR.
MENELAOS K. PAPALAS
JAMES H. POST
BRYAN L. PUTNAL
E. LANNY RUSSELL
JOEL SETTEMBRINI, JR.
TIM E. SLEETH
JOHN R. SMITH, JR.
R. TROY SMITH
HARRY M. WILSON, III
ALLAN E. WULBERN

May 16, 2002

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

Re: Johnson-Higdon Nursery, Ltd.

Gentlemen:

Enclosed for filing, in duplicate, are the Certificate of Limited Partnership, Acceptance of Registered Agent and Affidavit of Capital Contributions for Johnson-Higdon Nursery, Ltd., together with our firm's check for \$693 in payment of the filing fee.

After these documents are filed, please return a file-stamped copy to us. Please call us if you have any questions regarding these documents.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures

kh:383114

FILED
2002 MAY 31 PM 3:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LLOYD SMITH
(915-1987)
MARK HULSEY
JOHN E. THRASHER
OF COUNSEL
TELEPHONE
904-359-7700
FACSIMILE
904-359-7708
904-353-9908

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-05/20/02--01087--028
*****693.00 *****693.00

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-06/04/02--01034--011
*****35.00 *****35.00

W02-15462
J. BRYAN MAY 29 2002

J. BRYAN JUN - 6 2002

LAW OFFICES
SMITH HULSEY & BUSEY

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MARK HULSEY
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FACSIMILE
904-359-7708
904-353-9908

June 3, 2002

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

Re: Johnson-Higdon Nursery, Ltd.
Your Reference No. W02000015462

400005677004--0
-05/14/02-0113-011
*****00 *****35.00

Gentlemen:

Enclosed is a copy of your letter dated May 30, 2002, together with our firm's check for \$35 in payment of the registered agent fee for Johnson-Higdon Nursery, Ltd.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosure
kh:384852



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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2002 MAY 31 PM 3:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 30, 2002

KATHLEEN HAGGERTY
PO BOX 53315
JACKSONVILLE, FL 32201-3315

SUBJECT: JOHNSON-HIGDON NURSERY, LTD.
Ref. Number: W02000015462

We have received your document for JOHNSON-HIGDON NURSERY, LTD. and your check(s) totaling \$693.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 802A00034519

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JOHNSON-HIGDON NURSERY, LTD.

FILED
2002 MAY 31 PM 3:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THIS CERTIFICATE OF LIMITED PARTNERSHIP of Johnson-Higdon Nursery, Ltd. is executed this 2nd day of May, 2002, by Joseph W. Higdon, Jr. and Clayton G. Johnson, as the general partners (the "General Partners").

1. The name of the Partnership is Johnson-Higdon Nursery, Ltd. (the "Partnership").
2. The office address of the Partnership is 130 North Virginia Street, Quincy, Florida 32351.
3. The name and address of the agent for service of process on the Partnership is Joseph W. Higdon, Jr., 130 North Virginia Street, Quincy, Florida 32351.
4. The names and business addresses of the General Partners are:

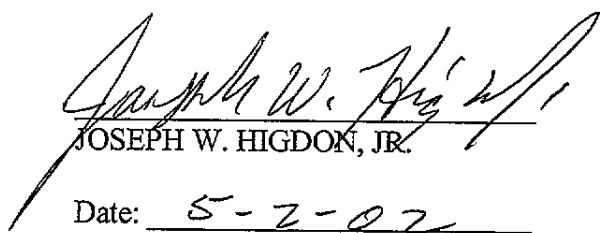
Clayton G. Johnson	Joseph W. Higdon, Jr.
Route 4, Box 295	Post Office Box 1739
Quincy, FL 32351	Quincy, FL 32353
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.


CLAYTON G. JOHNSON


JOSEPH W. HIGDON, JR.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Johnson-Higdon Nurseries, Ltd. at the place designated in the Certificate of Limited Partnership, I, Joseph W. Higdon Jr., 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 am familiar with and accept the obligations of my position as registered agent.


JOSEPH W. HIGDON, JR.

Date: 5-2-02

375723

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2002 MAY 31 PM 3:39
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

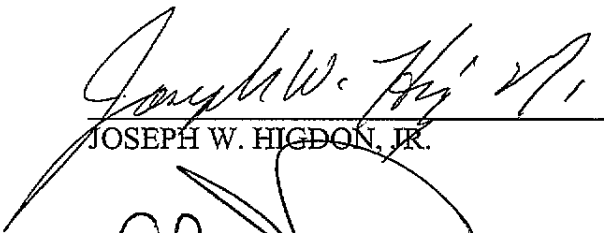
The undersigned, constituting all of the General Partners of Johnson-Higdon Nursery, Ltd., a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$99,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99,000.00.

Signed this 2nd day of ~~April~~^{May}, 2002.

FURTHER AFFLIANT SAYETH NOT.

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


JOSEPH W. HIGDON, JR.


CLAYTON G. JOHNSON

General Partners

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TALLAHASSEE, FLORIDA