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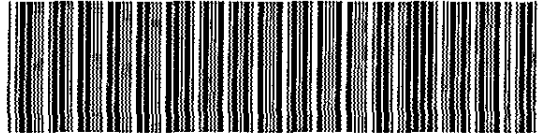
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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November 12, 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 a Certificate of Amendment to the Certificate of Limited Partnership of Johnson-Higdon Nursery, Ltd. and a Statement of Qualification for a Florida Limited Liability Limited Partnership, together with our firm's check for \$77.50 in payment of the filing fees.

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

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures

kh:400370

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TALLAHASSEE, FLORIDA

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State: Johnson-Higdon Nursery, Ltd.

Insert limited partnership's Florida document number: A02000000799

Or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: LLLP
(LLLP, L.L.L.P.)

3. The street address of its chief executive office: 130 N. Virginia Street
Quincy, FL 32351

4. The street address of principal office in Florida: 130 N. Virginia Street
Quincy, FL 32351

5. The limited partnership hereby elects to be a limited liability limited partnership.
6. The effective date of this filing shall be: _____

x as of the date this document is filed with the Florida Secretary of State.

Or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process: Joseph W. Higdon, Jr.
130 N. Virginia St.
Quincy, Florida 32351

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 30 day of October, 2002.

Signature of TWO Partners: _____

Typed or printed names of partners signing above: Joseph W. Higdon, Jr.
Clayton G. Johnson

Filing Fee: \$25.00

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75

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