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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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October 31, 2005

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05 NOV - 1 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Hudson Land Co-Op, Ltd.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy each of the Certificate of Limited Partnership and Affidavit of Capital Contributions of **Hudson Land Co-Op, Ltd.** Also enclosed is our client's check in the amount of \$1,837.50 for the maximum filing fees (\$1,750.00), Registered Agent designation (\$35.00), and the certified copy charge (\$52.50).

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Do not hesitate to contact me if you have any questions or need any additional information.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters
Paralegal

/dmw

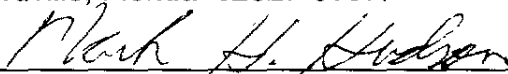
Enclosures

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
HUDSON LAND CO-OP, LTD.
a Florida Limited Partnership**

05 NOV - 1 PM '05
FILED
TALLAHASSEE, FLORIDA

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 620.1013 of the Florida Statutes, hereby states the following:

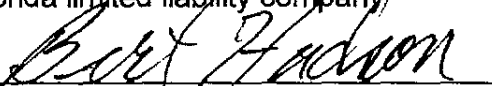
1. The name of the Limited Partnership is **HUDSON LAND CO-OP, LTD.** (the "Partnership").
2. The business address of the Partnership is 18 Private Drive, Crawfordville, Florida 32327-0949.
3. The name of the Registered Agent for service of process on the Partnership is **Mark H. Hudson**.
4. The Florida street address for the Registered Agent is 11 Calvary Court, Crawfordville, Florida 32327-0967.
5. 
(Registered Agent must sign here to accept designation as Registered Agent of Service of Process)
6. The mailing address of the Partnership is 18 Private Drive, Crawfordville, Florida 32327-0949.
7. The latest date upon which the Partnership is to be dissolved is December 31, 2055.
8. The name and street address of the General Partner are:

Hudson Land Co-op LLC 18 Private Drive
Crawfordville, Florida 32327-0949

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 the General Partner of **HUDSON LAND CO-OP, LTD.**, this 25th day of October, 2005.

HUDSON LAND CO-OP LLC
a Florida limited liability company

By: 
Bert W. Hudson
Managing Member

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
HUDSON LAND CO-OP, LTD.
a Florida Limited Partnership**

The undersigned, being the sole General Partner of **HUDSON LAND CO-OP, LTD.**, a Florida limited partnership (the "Partnership"), certifies:

1. The amount of capital contributions to date of the Limited Partners is \$6,000,000.00.
2. No additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANT SAYETH NOT.

Execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Affidavit of Capital Contributions has been executed by the sole General Partner of **HUDSON LAND CO-OP, LTD.** as of the 25th day of October, 2005.

HUDSON LAND CO-OP LLC
a Florida limited liability company

By: 
Bert W. Hudson
Managing Member