

To: The Florida Department of State
Subject: 001674.77763

From: [illegible]

Tuesday, November 27, 2007 3:54 PM Page: 1 of 3

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

LS
11/28/07

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FLORIDA/FOREIGN LP/LLP

BAE CAPITAL, LTD.

Certificate of Status	0
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Estimated Charge	\$1,000.00

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11/27/2007 3:54:17 PM

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAE CAPITAL, LTD.**

A Florida Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed, and a Limited Partnership was formed, on November 27, 2007, in St. Lucie County, Florida, pursuant to the provisions of the Florida Limited Partnership Act, as follows:

1. Name: The name of this Limited Partnership is: BAE Capital, Ltd.
2. Principal Place of Business, Records Location and Registered Office: The location of the principal place of business and records location of the Limited Partnership is: 1900 Old Dixie Highway, Ft. Pierce, Florida 34946. The location of the registered office of the Limited Partnership is: 1900 Old Dixie Highway, Ft. Pierce, Florida 34946.
3. Appointment and Consent to Serve as Registered Agent: The registered agent for service for this Limited Partnership is: Richard M. Carnell, Jr., whose address is 1900 Old Dixie Highway, Ft. Pierce, Florida 34946.

I, Richard M. Carnell, Jr., a natural person and resident of Florida, accept the appointment as agent of BAE Capital, Ltd. upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.



Richard M. Carnell, Jr., Registered Agent

4. The Partners. The General Partner of this Limited Partnership and its residence and mailing address are:

Sun-Ag, Inc., a Florida corporation
1900 Old Dixie Highway
Ft. Pierce, Florida 34946

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The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.

5. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue until December 31, 2038, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

DATED: November 27, 2007

GENERAL PARTNER:
Sun-Ag, Inc.

BY: Gregory P. Nelson

Gregory P. Nelson, President

STATE OF FLORIDA)

) ss.

COUNTY OF ST. LUCIE)

The foregoing instrument was acknowledged before me this day November 27, 2007, by Gregory P. Nelson, as President of Sun-Ag, Inc., a Florida corporation, General Partner, who is personally known to me or who has produced a Florida driver's license as identification.

[Seal]

Karen E. Hampson
Notary Public

My commission expires:



Karen E. Hampson
Commission #DD333914
Expires: Aug 14, 2008
Bonded Thru
Atlantic Bonding Co., Inc.