

Division of Corporations

Page 1 of 1

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Division of Corporations
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Underhill Family Holdings, LLLP

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**CERTIFICATE OF
LIMITED PARTNERSHIP OF
UNDERHILL FAMILY HOLDINGS, LLLP**

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be Underhill Family Holdings, LLLP.

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.1114 shall be located at 185 West Highway 40, Barberville, Florida 32105; and the name of the Partnership's agent for service of process is Frank E. Underhill, III, and the address of the registered agent is 185 West Highway 40, Barberville, Florida 32105.

3. **Name and Business Address of the General Partners.**

(a) The name and address of the General Partner is:

<u>Name</u>	<u>Address</u>
Underhill Family Farms, LLC	P.O. Box 92 Barberville, Florida 32105

4. **Mailing Address and Street Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be P.O. Box 92, Barberville, FL 32105. The street address for the Limited Partnership shall be 185 West Highway 40, Barberville, Florida 32105.

5. **Limited Liability Limited Partnership.** The Limited Partnership shall be a limited liability limited partnership.

=====

William H. Cauthen, Esquire
CAUTHEN & FELDMAN, P.A.
215 North Joanna Avenue
Tavares, FL 32778
(352) 343-2225
Florida Bar No. 133488

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DATED this 18th day of August, 2008.

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

UNDERHILL FAMILY FARMS, LLC

Frank E. Underhill, Trustee of the Frank E.
Underhill, Jr. Family Trust dtd 12/1/2005

Jane Stull

Frank E. Underhill, Jr., Trustee

MONIK G. GUTTMAN

As to Frank E. Underhill, Jr., Trustee of the Frank E.
Underhill, Jr. Family Trust dtd 12/1/2005

Jean F. Underhill, Trustee of the Jean F.
Underhill Family Trust dtd 12/1/2005

Jane Stull

Jean F. Underhill, Trustee

MONIK G. GUTTMAN

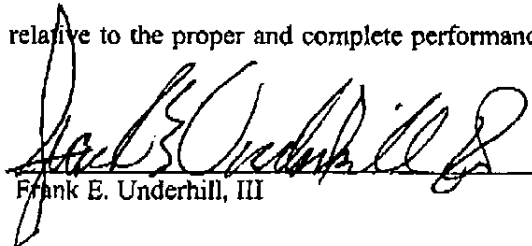
As to Jean F. Underhill, Trustee of the Jean F.
Underhill Family Trust dtd 12/1/2005

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Audit # H08000197853 3**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Frank E. Underhill, III

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