

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0393 FAX

800-342-8086

AGS 000002040

ACCOUNT NO. : 072100000032

REFERENCE : 782124 5537A

AUTHORIZATION :

400001672844
-12/28/95--01048--005
***1837.50 ***1837.50

COST LIMIT : \$ PREPAID

ORDER DATE : December 26, 1995

ORDER TIME : 9:30 AM

ORDER NO. : 782124

CUSTOMER NO: 5537A

CUSTOMER: Rose Carbone, Legal Asst
GUNSTER YOAKLEY VALDES-FAULI
& STEWART, P.A.
Suite 500, East
777 South Flagler Drive
West Palm Beach, FL 33401

RECEIVED
95 DEC 26 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
95 DEC 26 PM 3:00

DOMESTIC FILING

RUSH/NEED TODAY

NAME: MCMURRAIN FARMS LIMITED
PARTNERSHIP

Name	
Availability	ARTICLES OF INCORPORATION
Document	XXX CERTIFICATE OF LIMITED PARTNERSHIP
Quantity	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
Update	XXX CERTIFIED COPY
Product	PLAIN STAMPED COPY
Category	CERTIFICATE OF GOOD STANDING
Contact Person	Gail Williams
W. P. Verifier	DCC

C. TAX	
FILING	1785.00
FEES	25.00
C.	
T	
W.	
EX. FEE	
REFUND	

EXAMINER'S INITIALS: _____

AGS000002040

72
67,402,500.00

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MCMURRAIN FARMS LIMITED PARTNERSHIP
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

McMurrain Farms Limited Partnership

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Triple M FL-GA Farms, Inc.
13697 State Road 7
Delray Beach, FL 33446

5. Mailing Address. The mailing address of the Partnership is as follows:

P.O. Box 2984
Delray Beach, FL 33447-2984

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2045.

FILED
95 DEC 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000097131

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Barbara McMurrain Marshall, President of Triple M FL-GA Farms, Inc., a Florida corporation, as general partner of McMurrain Farms Limited Partnership, this 21st day of December, 1995.

TRIPLE M FL-GA FARMS, INC., a
Florida Corporation, General Partner of
MCMURRAIN FARMS LIMITED
PARTNERSHIP, a Florida limited
partnership

By: 
Barbara McMurrain Marshall
Its: President

166040

FILED
95 DEC 26 PM 3 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **MCMURRAIN FARMS LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.



By: **Kenneth S. Beall, Jr.**
Its: **Vice President**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 26 PM 3:00

FILED

166040

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Barbara McMurrain Marshall, President of Triple M FL-GA Farms, Inc., general partner of McMurrain Farms Limited Partnership, a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$7,402,500.00.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 21st day of December, 1995.

FURTHER AFFIANT SAITH NOT.

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

TRIPLE M FL-GA FARMS, INC., a Florida Corporation, General Partner of MCMURRAIN FARMS LIMITED PARTNERSHIP, a Florida limited partnership

By: Barbara McMurrain Marshall
Barbara McMurrain Marshall
Its: President

FILED
95 DEC 26 3 00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

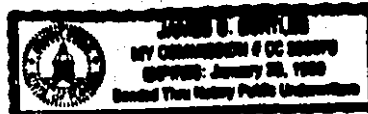
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Barbara McMurrain Marshall, President of Triple M FL-GA Farms, Inc., General Partner of McMurrain Farms Limited Partnership, known to me and know by me to be the person who executed the foregoing Instrument, and she acknowledged to me and before me that she executed this Instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of December, 1995.

James B. Butts
Notary Public

State of Florida at Large
My Commission Expires:

165044



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

A9500002040

FILED
JAN 11 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
McMurrain Farms Limited Partnership

1a. DOCUMENT #
A9500002040

96-AR
CM

2. New Mailing Address if Applicable
State Apt # etc **388881682653**
City State & Zip **-01/12/96--01091--014**
******576.25 ****576.25**

2a. New Principal Office Address if Applicable
State Apt # etc
City State & Zip

3. Date Formed or Registered to Do Business in FLORIDA
December 26, 1995

3a. Date of Last Report

4. State or Country of Formation
Florida

5a. Capital Contributions as Shown on Record
\$7,402,500.00

5b. Amount of Capital Contributions in FLORIDA to date
\$7,402,500.00

6. FEI Number
65-0628304

7. CERTIFICATE OF STATUS REQUIRED

Applied For
Not Applicable

8. FEES: 1.) Filing Fee Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box is Not Acceptable)
Suite Apt # etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
Triple M FL-GA Farms, Inc.	13697 State Road 7	Delray Beach, FL 33446	P95000097131

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the DORS on of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Barbara M. Marshall*
Typed or Printed Name of General Partner Signing For **Triple M FL-GA Farms, Inc.**
By: **Barbara M. Marshall**

DATE **1/8/96**
Telephone Number **243-7946**

CR2E003 (6/95)