

A96000000358

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

JAMES L. ADE
LYNDA H. ATCOCK
W. D. BIRCHFIELD
TIMOTHY A. BIRCHFIELD
CHARLES L. CHAMFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODHEAD, JR.
STEPHEN D. HALKER
KORRIS HEAD

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 354-2050
TELECOMMER (904) 354-5542

SHARON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSON
MYRA LOUGHRAN
RALPH H. MARTIN
ROBERT D. MICKLER
JOHN D. MILTON, JR.
DANIEL M. NUNN, JR.
SCOTT D. SCHILDBERG
GARY L. WILKINSON

L. PETER JOHNSON (1942-1988)

January 12, 1995

Secretary of State
Division of Corporations
Attention: Limited Partnerships Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Green Releaf Consumer Limited Products, Ltd.

Gentlemen:

Please find enclosed the following original executed documents pertaining to the above-referenced Limited Partnership for filing in your office:

1. Certificate of Limited Partnership of Green Releaf Consumer Products, Ltd.;
2. Affidavit of Capital Contributions;
3. Certificate of Acceptance of Designation of Registered Agent of Green Releaf Consumer Products, Ltd.; and
4. Our check in the amount of \$140.00 for the filing, registered agent and certified copy fees.

Please return to my attention a certified copy of the above-listed documents. Thank you for your prompt attention to this matter.

FF- \$ 1,050.00
RA- \$ 35.00
CC \$ 52.50

Sincerely,

Stephen D. Halker
Stephen D. Halker

SDH:bjc
Enclosures

~~W96000000358~~

\$489,

~~\$678, 2233, 07~~

2/23/96a

100001723611
-02/26/96--01015--008
997.50 *953.75
100001688541
-01/12/96--01084--002
140.00 *140.00

56 FEB 23 PM 12:11
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

STEPHEN D. HALKER, ESQUIRE
MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
POST OFFICE BOX 59
JACKSONVILLE, FL 32201

SUBJECT: GREEN RELEAF CONSUMER PRODUCTS, LTD.
Ref. Number: W96000001211

RECEIVED
JAN 18 1996
Martin, Ade, Birchfield & Mickler, P.A.

We have received your document for GREEN RELEAF CONSUMER PRODUCTS, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108(2), Florida Statutes, does not provide for an effective date prior to the date of filing.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 596A00002038

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE • SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 80
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-2000
TELECOPIER (904) 354-8842

JAMES L. ADE
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RONO HEAD

SHAMON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSON
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ROBERT D. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHLUMBERG
DARYL L. WILKINSON

L. PETER JOHNSON (904) 10001

February 14, 1996

Florida of State
Division of Corporations
Attention: Limited Partnerships Division
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Ms. Ava Watson, Corporate Specialist

Re: Green Releaf Consumer Limited Products, Ltd.
Letter Number: 59A00002038

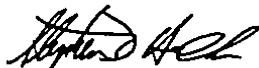
Dear Ms. Watson:

Pursuant to your letter of January 17, 1996, a copy of which is enclosed, please find the corrected original executed documents pertaining to the above-referenced Limited Partnership for filing:

1. Certificate of Limited Partnership of Green Releaf Consumer Products, Ltd.;
2. Affidavit of Capital Contributions;
3. Certificate of Acceptance of Designation of Registered Agent of Green Releaf Consumer Products, Ltd.; and

Please return to my attention a certified copy of the above-listed documents. Thank you for your prompt attention to this matter.

Sincerely,



Stephen D. Halker

SDH:bjc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

STEPHEN D. HALKER, ESQUIRE
MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
POST OFFICE BOX 59
JACKSONVILLE, FL 32201

SUBJECT: GREEN RELEAF CONSUMER PRODUCTS, LTD.
Ref. Number: W96000001211

RECEIVED
Feb 21 1996
Martin, Ade, Birchfield & Mickler, P.A., P.A.
Martin, Ade, Birchfield & Mickler, P.A., P.A.

We have received your document for GREEN RELEAF CONSUMER PRODUCTS, LTD. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$997.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 496A00007083

A96000000358

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN RELEAF CONSUMER PRODUCTS, LTD.

96 FEB 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes (1993), certifies the following:

1. The name of the Partnership is Green Releaf Consumer Products, Ltd.

2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is Suite 1904, 1301 Riverplace Boulevard, Jacksonville, Florida 32207.

3. The name and address of the initial registered agent of the Partnership in the State of Florida shall be Edward T. Chappell, Suite 1904, 1301 Riverplace Boulevard, Jacksonville, Florida 32207.

4. The name and address of the general partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
Green Releaf Consumer Products, Inc.	Suite 1904 1301 Riverplace Boulevard Jacksonville, Florida 32207

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2036, unless sooner dissolved in accordance with the Agreement of Limited Partnership of Green Releaf Consumer Products, Ltd., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate of Limited Partnership this 31ST day of December,
1995.

GENERAL PARTNER

GREEN RELEAF CONSUMER PRODUCTS, INC.

By: Nancy M. Powers
Nancy M. Powers
Its President

FILED
56 FEB 23 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

Nancy P. Powers, as President of Green Releaf Consumer Products, Inc., being duly sworn, says that Green Releaf Consumer Products, Inc., is the general partner of Green Releaf Consumer Products, Ltd. (the "Limited Partnership") and that the sum of Two Thousand Five Hundred Dollars (\$2,500.00) shall be contributed to the Limited Partnership by the limited partners of said Limited Partnership. ^{11.8} It is anticipated that a total of one hundred fifty thousand dollars (\$150,000.00) of capital will be contributed to the partnership.

GENERAL PARTNER:

GREEN RELEAF CONSUMER PRODUCTS, INC.

By: Nancy M. Powers
Nancy M. Powers
Its President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31 day of December, 1995, by Nancy M. Powers as President of Green Releaf Consumer Products, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did not take an oath.

Cindy L. Parsley
Notary Public, State of Florida
Print: Cindy L. Parsley

My Commission expires:
Commission No.:


CINDY L. PARSLEY
Notary Public, State of Florida
My Comm. expires Oct. 2, 1999
Comm. No. CC 489033

K

CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF
GREEN RELEAF CONSUMER PRODUCTS, LTD.

Pursuant to Sections 620.105 and 620.192, Florida Statutes (1993), the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Green Releaf Consumer Products, Ltd., a limited partnership organized under the laws of the State of Florida, does hereby accept the appointment as Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at Suite 1904, 1301 Riverplace Boulevard, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 3, 5th day of December, 1995.


Edward T. Chappell
Registered Agent

56 FEB 23 PM 12:16
SECRET
TALLAHASSEE
FLORIDA