

A9600000648

4/02/96

FLORIDA DIVISION OF CORPORATIONS

9:14 AM

PUBLIC ACCESS SYSTEM

((H96000004671))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN

DEPARTMENT OF STATE

111 MADISON ST

STATE OF FLORIDA

PO BOX 1531 SUITE 2300

409 EAST GAINES STREET

TAMPA FL 33602-

TAILLAHASSEE, FL 32399

CONTACT: ROSALYN D GIBBS

FAX: (904) 922-4000

PHONE: (813) 273-4261

FAX: (813) 273-4396

((H96000004671))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: LYKES-DUKE/LOUIS DREXFUS, LTD.

FAX AUDIT NUMBER: H96000004671

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/02/1996

TIME REQUESTED: 09:14:24

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$1,837.50

ACCOUNT NUMBER: 076077001654

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

SECRETARY OF STATE
TAILLAHASSEE, FL 32310

95 APR -2 PM 4:23

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ATTN: Kenny Manning

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgements	KWM
W. P. Verifier	KWM

64:6 MW 2-84855

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** ENTER 'M' FOR MENU. **

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ATTN: Kenny
Manning

AND

Brenda Tadlock

4/02/96

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ATTN: Kenny
Manning

AND

Brenda Tadlock

62 4 13 8-34756

FILED
H96-4671
96 APR -2 PM 4:29
SECRET
TALLAHASSEE

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LYKES-DUKE/LOUIS DREYFUS, LTD.

The undersigned, for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, do hereby certify as follows:

1. The name of the limited partnership is:

Lykes-Duke/Louis Dreyfus, Ltd.

2. The address of the office and the name and address of the agent for service of process at such address is:

Nathan B. Simpson, Esq.
111 E. Madison Street - Suite 2300
Tampa, Florida 33602

3. The names and business addresses of the general partners of the limited partnership are:

Lykes Energy Ventures, Inc. - P960000
111 E. Madison Street - Suite 1700 25632
Tampa, Florida 33602

D/LD Florida Management Corp. - F960000
10 Westport Road 1672
P.O. Box 810
Wilton, Connecticut 06897-0810

4. The principal office and mailing address for the limited partnership is:

Lykes-Duke/Louis Dreyfus, Ltd.
111 E. Madison Street - Suite 1700
Tampa, Florida 33602
ATTN: Jack E. Uhl

5. The latest date upon which the limited partnership is to dissolve is:

April 2, 2026

James W. Goodwin, Esq., #375519
Macfarlane Ausley Ferguson & McMullen
111 Madison Street - Suite 2300
Tampa, Florida 33602
(813) 273-4337

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H96-4671

1196-4671

IN WITNESS WHEREOF, the undersigned general partners have duly executed this Certificate of Limited Partnership this 29th day of March, 1996.

LYKES ENERGY VENTURES, INC.

General Partner

By: 

John A. Brabson, Jr.
As its President

D/LD FLORIDA MANAGEMENT CORP.

General Partner

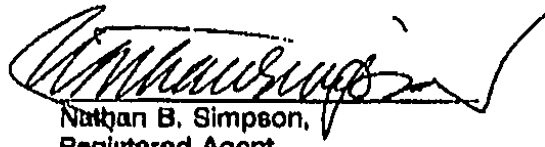
By: 

Jeffrey W. Johnson
As its Vice President

H96-4671

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of LYKES-DUKE/LOUIS DREYFUS, LTD., in its Agreement of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of Chapter 820, Florida Statutes.



Nathan B. Simpson,
Registered Agent
111 E. Madison Street - Suite 2300
Tampa, Florida 33602

AFFIDAVIT OF LYKES-DUKE/LOUIS DREYFUS, LTD.

The undersigned, being sworn, depose and say:

1. The undersigned are the sole general partners of LYKES-DUKE/LOUIS DREYFUS, LTD., a Florida limited partnership, (the "Partnership").

2. The initial capital contribution of the limited partners is Two Hundred Thousand Dollars (\$200,000) and the additional amount anticipated to be contributed by the limited partners is Five Million Dollars (\$5,000,000). The total amount of the initial capital contribution and anticipated contribution is \$5,200,000.

LYKES ENERGY VENTURES, INC.

General Partner

By: 

John A. Brabson, Jr.
As its President

D/LD FLORIDA MANAGEMENT CORP.

General Partner

By: 

Jeffrey W. Johnson
As its Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by John A. Brabson, Jr., President of Lykes Energy Ventures, Inc., who is personally known to me or who produced a driver's license as identification.



Notary Public

Christian Calder Brown

Name of Acknowledger

Typed/Printed



"OFFICIAL SEAL"
Christian Calder Brown
My Commission Expires 2/4/97
Commission #CC 260731

H96-4671

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

SWORN TO AND SUBSCRIBED before me by Jeffrey W. Johnson ^{Vice} President
of D/LD Florida Managoment Corp., who is personally known to me. ~~or who produced~~
~~XXXXXXXXXXXXXXXXXXXX identification~~

Imgard Gwilliam
Notary Public *My commission Expires: April 30, 1999*
Name of Acknowledgor Typed/Printed

1 JUN - 4 - 1997 (WED) 10:36

0192734256

P.001

6/04/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:35 AM

A960000 ((H97000009159 9)) 00648

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MACFARLANE FERGUSON & MCULLEN
CONTACT: ROSALYN GIBBS
PHONE: (813)273-4261

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: LYKES-DUKE/LOUIS DREYRUS, LTD.

AUDIT NUMBER.....H97000009159

DOC TYPE.....VOLUNTARY CANCELLATION OF LP

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 JUN - 4 PM 2:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
97 JUN - 4 PM 12:29
DIVISION OF CORPORATIONS

Name	Availability
Document	DCC
Number	DCC
Payment	DCC
Verification	DCC

C. TAX
FEE \$2.50
R. FEE
C. FEE \$2.50
1
N.
B.
REFUND

A960000000648

H97000009159

CERTIFICATE OF CANCELLATION
OF LIMITED PARTNERSHIP

This Certificate of Cancellation of Limited Partnership dated April 30, 1997 of LYKES-DUKE/LOUIS DREYFUS, LTD, a limited partnership organized under the laws of the State of Florida, is filed pursuant to Fla. Stat. §620.113:

- 1) The name of the Partnership is LYKES-DUKE/LOUIS DREYFUS, LTD. The Certificate of Limited Partnership correctly states the partnership's name as LYKES-DUKE/LOUIS DREYFUS, LTD. However, the certification of this partnership, assigned number A96000000648, incorrectly stated the partnership's name as LYKES-DUKE/LOUIS DREYRUS, LTD.
- 2) The date of filing of the Certificate of Limited Partnership was April 2, 1996.
- 3) The reason for filing this Certificate of Cancellation is that this limited partnership has been dissolved and the winding up of the limited partnership has been completed.
- 4) This Certificate of Cancellation is effective upon the date of filing with the Department of State.
- 5) This Certificate of Cancellation has been executed by all general partners of LYKES-DUKE/LOUIS DREYFUS, LTD.

LYKES-DUKE LOUIS DREYFUS, LTD.

Lykes Energy Ventures, Inc.
as General Partner

By: James E. Lingo
Title: Executive Vice President & Treasurer

D/LD Florida Management Corp.
as General Partner

By: John A. Wolkin
Title: VICE PRESIDENT

97 JUN -4 PM 2:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H97000009159