

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



PRITCHARD
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 136200 4352702

AUTHORIZATION :

COST LIMIT : \$ PREPAID

200001996642--1
-11/05/96--01162--006
*****395.00 *****395.00

ORDER DATE : October 29, 1996

ORDER TIME : 11:25 AM

ORDER NO. : 136200-010

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34230-3258

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:44

DOMESTIC FILING

NAME: FLORIDA CITRUS LANDS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: BK

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96 OCT 29 PM 1:28
DIVISION OF CORPORATION
Fitz 2nd
By me

J. TAX _____
FILING 346.50
R. AGENT FEE 35.00
C. COPY 32.50
TOTAL 434.00
N. BANK _____
BALANCE DUE _____
RECEIVED _____

200001996642--1
-11/05/96--01162--007
*****38.50 *****38.50

10/30/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

KAREN ROZAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FLORIDA CITRUS LANDS, LTD.
Ref. Number: W96000023014

RESUBMIT
Please give original
submission date as file date.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:44

We have received your document for FLORIDA CITRUS LANDS, LTD. and check(s) totaling \$395.00. However, your check(s) and document are being returned for the following:

With \$49,500.00 total anticipated contributions, the filing fee would be \$346.50. The R.A. fee is \$35.00. The Certified Copy fee is \$52.50. The total amount required is therefor \$434.00.

Please return with a total of \$434.00.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 996A00049888

\$38.50

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96 OCT 30 AM 10:41
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA CITRUS LANDS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:19

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part 1, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "Florida Citrus Lands, Ltd."
2. The address of the office of the limited partnership is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.
3. The name and address of the agent for service of process on the limited partnership is Valencia Groves, Inc., at 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.
4. The name and business address of the General Partner is:

Valencia Groves, Inc.
Suite 310
3665 Bee Ridge Road
Sarasota, Florida 34233

796000089030
5. The mailing address of the limited partnership is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2096.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Florida Citrus Lands, Ltd., this the 28th day of October 1996.

VALENCIA GROVES, INC., a Florida corporation

By. 

Jaime S. Carrion, President
"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Florida Citrus Lands, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

VALENCIA GROVES, INC., a Florida corporation

By: 

Jaime S. Carrion, President
"Registered Agent"

JLT/jcp-178099

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DIVISION OF CORPORATIONS
96 OCT 29 AM 11:44

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:44

BEFORE ME, the undersigned authority, personally appeared Jaime S. Carrion, as President of Valencia Groves, Inc., a Florida corporation, which is the General Partner of Florida Citrus Lands, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership of the Limited Partners is \$ 49,500.00.

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$--0--.

FURTHER AFFIANT SAYETH NAUGHT.

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


Jaime S. Carrion

SWORN TO AND SUBSCRIBED before me this 29th day of October 1996 by Jaime S. Carrion, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

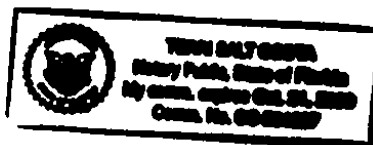
(Notary Seal)


Signature of Notary Public

Terri Salt Costa
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

JLT/jms-178280



1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-9171
904-33-0330

800-342-8086

A96000002022



ACCOUNT NO. : 072100000032

REFERENCE : 189104 4352702

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 105.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
96 DEC 16 PM 4:28

ORDER DATE : December 16, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 189104-005

CUSTOMER NO: 4352702

900002029489--9

CUSTOMER: Ms. Jennifer Lukas
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC AMENDMENT FILING

NAME: FLORIDA CITRUS LANDS, LTD.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: *BA*

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96 DEC 16 AM 10:41
DIVISION OF CORPORATION

12/16/96

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA CITRUS LANDS, LTD.**

Pursuant to Florida Statutes Section 620.109, the Certificate of Limited Partnership of Florida Citrus Lands, Ltd., originally filed October 29, 1996, is hereby amended effective of November 15th, 1996, as follows:

Paragraph 1 of the Certificate of Limited Partnership shall be stricken in its entirety and replaced with the following:

1. The name of the limited partnership is "Valencia Groves, Ltd."

Paragraph 3 of the Certificate of Limited Partnership shall be stricken in its entirety and replaced with the following:

3. The name and address of the agent for service of process on the limited partnership is Florida Citrus Lands, Inc., at 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.

Paragraph 4 of the Certificate of Limited Partnership shall be stricken in its entirety and replaced with the following:

4. The name and business address of the General Partner is:

Florida Citrus Lands, Inc.
Suite 310
3665 Bee Ridge Road
Sarasota, Florida 34233

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STATE
SECRETARY OF CORPORATIONS
96 DEC 16 PM 4:28

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th
day of Nov., 1996.

Florida Citrus Lands, Inc.
General Partner

By: 

Jaime S. Carrion
As Its President

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DIVISION OF CORPORATIONS
99 DEC 19 PM 4:28

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Valencia Groves, Ltd., a Florida limited partnership, in the Amendment to Certificate of Limited Partnership, the undersigned, on behalf of such limited partnership, hereby agrees to accept service of process for such limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

FLORIDA CITRUS LANDS, INC., a Florida corporation

BY: 

Jaime S. Carrion
As Its President

JFL-179663

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SECRETARY OF CORPORATIONS
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