

A970000000049

DEAN, MEAD, MINTON & KLEIN

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2757
FORT PIERCE, FLORIDA 34954-2757

1903 SOUTH 25TH STREET
SUITE 200
FORT PIERCE, FLORIDA 32947

(561) 464-7700
(561) 562-7700
FAX (561) 464-7877

December 15, 2000

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Greene Partners, LLP

600003504256--7
-12/18/00 --01108--005
****180.00 *****52.50

Dear Sir/Madam:

Enclosed please find the original and a copy of the following documents for filing with your office:

1. Certificate of Cancellation for Greene Partners, Ltd. to be filed before December 31, 2000;
2. Partnership Registration Statement; and
3. Statement of Qualification for Florida or Foreign Limited Liability Partnership effective as of January 1, 2001.

Also enclosed is this firm's check in the sum of \$180.00 to cover the filing fees of \$52.50, \$50.00 and \$25.00, respectively and \$52.50 for a certified copy of the enclosed.

If anything further is required, please feel free to contact me.

With best regards, I remain

Sincerely yours,

Michael D. Minton

MDM/ew

Enclosures

cc: Griffin A. Greene

F:\DATA\EW\CORP.MDM\GREENE\sec st.wpd

FILED
DEC 18 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
12/20

**CERTIFICATE OF CANCELLATION
FOR GREENE PARTNERS, LTD.**

Pursuant to the provisions of Section 620.8903, Florida Statutes, GREENE PARTNERS, LTD., a Florida limited partnership, whose certificate was filed with the Florida Department of State on January 1, 1997, Document No. A97000000049, hereby submits this Certificate of Cancellation.

1. This cancellation is being submitted for the purpose of converting the above-named Florida limited partnership into a general partnership.
2. On December 16, 2000, the terms and conditions of this conversion were approved by all partners.
3. The execution of this Certificate of Cancellation by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
4. This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Cancellation was executed by the President of the managing general partner of the sole general partner, this 16 day of December, 2000.

GREENE GROVES & RANCH, LTD., a Florida
limited partnership

By: _____

Griffin A. Greene, President of Greene
Citrus Management, Inc., a Florida
corporation, its general partner

FILED
DEC 18 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA