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HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.
ATTORNEYS AT LAW

KIMBERLY ALARIO BALD
BARRETT S. BELL
SHELLY A. GALLAGHER
CURTIS D. HAMLIN*
JOHN P. HARLLEE, III
TIMOTHY A. KNOWLES
BRIAN S. KRAMER
JOSEPH L. NAJMY, C.P.A.
MARK A. NELSON
GREGORY J. PORGES**
STEVEN W. PROUTY
STEPHEN W. THOMPSON

1205 MANATEE AVE. W.
BRADENTON, FLORIDA 34205

MAILING ADDRESS: P.O. BOX 9320
BRADENTON, FLORIDA 34206
TELEPHONE (941) 748-3770
TELECOPIER (941) 746-4160
E-MAIL: LAW@HarleePorges.com

September 22, 1997

600002315506--6
-10/08/97--01117--004
*****35.00 *****35.00

800002381798--3
-09/24/97--01030--001
***1802.50 ***1802.50

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

Division of Corporations
Limited Partnership Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Duke Family Limited Partnership
OFN: 1795-06

Gentlemen:

Enclosed please find an original and one copy of the following documents which are being delivered to you for filing for the Duke Family Limited Partnership:

1. Certificate of Limited Partnership of Duke Family Limited Partnership, a Florida limited partnership, dated August 27, 1997; and,
2. An Affidavit of Capital Contributions dated August 27, 1997.

I am also enclosing herein our firm's trust account check in the amount of \$1,802.50 representing payment of the filing fee of \$1,750 and the \$52.50 cost for a certified copy of the Certificate Limited Partnership.

Subsequent to filing, please return a certified copy of the Certificate of Limited Partnership and a conformed copy of the Affidavit of Capital Contributions to me in the enclosed self-addressed, stamped envelope.

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

Thank you for your assistance in this matter. In the event that you have any questions, please do not hesitate to contact me.

C. TAX
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
REFUND
Sincerely,
Gregory J. Porges

cc: Dr. and Mrs. Joseph E. Duke

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 AM 11:304

KWM

10-2

9-24

HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.
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September 22, 1997

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

Division of Corporations
Limited Partnership Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 AM 11:04

Re: Duke Family Limited Partnership
OFN: 1795-06

Gentlemen:

Enclosed please find an original and one copy of the following documents which are being delivered to you for filing for the Duke Family Limited Partnership:

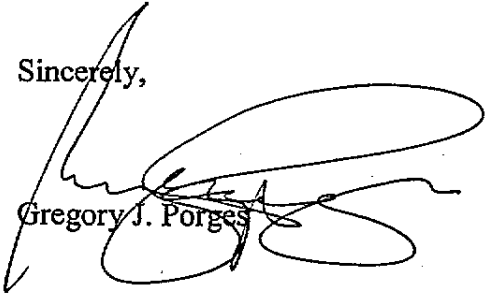
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2. An Affidavit of Capital Contributions dated August 27, 1997.

I am also enclosing herein our firm's trust account check in the amount of \$1,802.50 representing payment of the filing fee of \$1,750 and the \$52.50 cost for a certified copy of the Certificate Limited Partnership.

Subsequent to filing, please return a certified copy of the Certificate of Limited Partnership and a conformed copy of the Affidavit of Capital Contributions to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter. In the event that you have any questions, please do not hesitate to contact me.

Sincerely,


Gregory J. Porges

GJP/skd

Encls.

cc: Dr. and Mrs. Joseph E. Duke

HARLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.
ATTORNEYS AT LAW

KIMBERLY ALARIO BALD
BARRETT S. BELL
SHELLY A. GALLAGHER
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BRADENTON, FLORIDA 34206
TELEPHONE (941) 748-3770
TELECOPIER (941) 746-4160
E-MAIL: LAW@HarleePorges.com

October 1, 1997

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

Division of Corporations
Limited Partnership Section
P.O. Box 6327
Tallahassee, FL 32314

Attn: Tammy

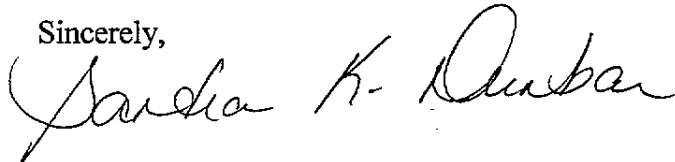
Re: Duke Family Limited Partnership
OFN: 1795-06

Dear Tammy:

Enclosed please find a copy of our letter to you dated September 22, 1997. Also enclosed is our check in the amount of \$35.00 representing the additional fee as requested by you. Please process the documents that you have in your possession and thereafter forward certified copies to our firm.

Thank you.

Sincerely,



Sandra K. Dunbar
Assistant to Gregory J. Porges

/skd
Encls.

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97 OCT -2 AM 11:05

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CERTIFICATE
OF LIMITED PARTNERSHIP OF
DUKE FAMILY RANCH LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

THIS CERTIFICATE is made in compliance with Section 620.108, Florida Statutes, this 27th day of August, 1997, by JOSEPH E. DUKE, JOANNE H. DUKE, JOSEPH E. DUKE, JR., LAURA GRACE CHESTON, SUSAN DIANNE DUKE and DONNA ELIZABETH MORRISON to evidence the formation of the DUKE FAMILY RANCH LIMITED PARTNERSHIP, a Florida limited partnership.

1. NAME: The firm name and style under which the partnership is to be conducted shall be DUKE FAMILY RANCH LIMITED PARTNERSHIP.

2. PLACE OF BUSINESS ADDRESS: The principal place of business of the Limited Partnership shall be located at:

DUKE FAMILY RANCH LIMITED PARTNERSHIP
ATTN: Mrs. JoAnne H. Duke, General Partner
11050 Old Tampa Road
Parrish, FL 34219

3. MAILING ADDRESS OF THE LIMITED PARTNERSHIP: The mailing address of the Limited Partnership shall be:

DUKE FAMILY RANCH LIMITED PARTNERSHIP
ATTN: Mrs. JoAnne H. Duke, General Partner
11050 Old Tampa Road
Parrish, FL 34219

4. GENERAL PARTNER ADDRESS: The name and business address of the General Partners are as follows:

JOSEPH E. DUKE
11050 Old Tampa Road
Parrish, FL 34219

JOANNE H. DUKE
11050 Old Tampa Road
Parrish, FL 34219

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DIVISION OF CORPORATIONS
97 OCT -2 AM 11:05

JOSEPH E. DUKE, JR.
4807 1st Avenue Drive NW
Bradenton, FL 34209

LAURA GRACE CHESTON
105 Ludgate Court
Morrisville, NC 27560

SUSAN DIANE DUKE
4703 Kin Ross Court
Valrico, FL 33594

DONNA ELIZABETH MORRISON
4407 Watrous Avenue
Tampa, FL 33629

5. REGISTERED AGENT: The name and address of the Registered Agent is as follows:

GREGORY J. PORGES
c/o Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

6. LATEST DATE OF DISSOLUTION: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2047.

Executed by the General Partners previously named herein on the dates set forth below.

DUKE FAMILY RANCH LIMITED
PARTNERSHIP

Date: 8/21/97

By: Joseph E. Duke
Joseph E. Duke, General Partner

Date: _____

By: JoAnne H. Duke
JoAnne H. Duke, General Partner
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DIVISION OF CORPORATIONS
OCT -2 AM 11:05

Date: 9 6 97

By: Joseph E. Duke
Joseph E. Duke, Jr., General Partner

Date: 9/2/97

By: Laura Grace Cheston
Laura Grace Cheston, General Partner

Date: 9/1/97

By: Susan Dianne Duke
Susan Dianne Duke, General Partner

Date: 9/1/97

By: Donna Elizabeth Morrison
Donna Elizabeth Morrison, General Partner

STATE OF FLORIDA
COUNTY OF MANATEE

Sworn to and subscribed before me this 27th day of August, 1997 by JOSEPH E. DUKE and JOANNE H. DUKE.

[Signature]
Notary Public

My Commission Expires:



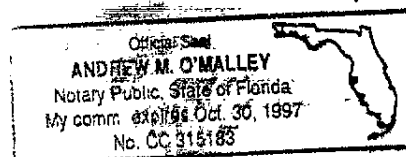
GREGORY J. PORGES
My Commission CC385813
Expires Jul. 18, 1998

STATE OF FLORIDA
COUNTY OF MANATEE Hillsborough

Sworn to and subscribed before me this 6 day of September, 1997 by JOSEPH E. DUKE, JR.

[Signature]
Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -2 AM 11:05

STATE OF NORTH CAROLINA
COUNTY OF Wake

Sworn to and subscribed before me this 2ND day of Sept. ~~August~~, 1997 by LAURA GRACE CHESTON.

Vickie P. Lawrence
Notary Public

VICKIE P. LAWRENCE

NOTARY PUBLIC

My Commission Expires:

WAKE COUNTY, N.C.

My Commission Expires 08-12-2002

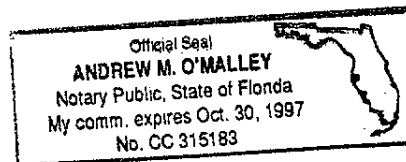
STATE OF FLORIDA

COUNTY OF ~~MANATEE~~ Hillsborough

Sworn to and subscribed before me this 7 day of September ~~August~~, 1997 by SUSAN DIANNE DUKE.

[Signature]
Notary Public

My Commission Expires:



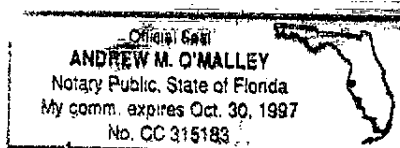
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this 7th day of September ~~August~~, 1997 by DONNA ELIZABETH MORRISON.

[Signature]
Notary Public

My Commission Expires:

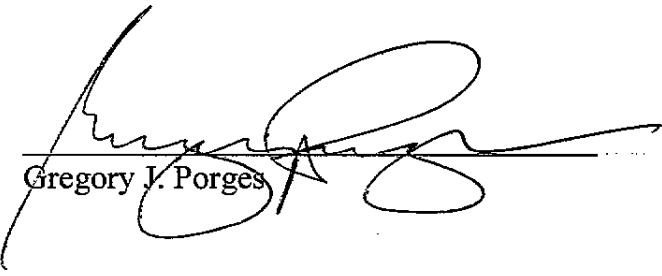


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT:

97 OCT -2 AM 11:05

I, GREGORY J. PORGES, accept the designation as REGISTERED AGENT for the Partnership on the day and year first above written.



Gregory J. Porges

DUKE FAMILY RANCH LIMITED PARTNERSHIP
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -2 AM 11:05


BEFORE the undersigned Notary Publics, appeared JOSEPH E. DUKE, JOANNE H. DUKE, JOSEPH E. DUKE, JR., LAURA GRACE CHESTON, SUSAN DIANNE DUKE and DONNA ELIZABETH MORRISON, constituting all of the General Partners of the DUKE FAMILY RANCH LIMITED PARTNERSHIP, a Florida Limited Partnership, who being duly sworn, did depose and say as follows:

1. The amount of capital contributions by the Limited Partners as of this date is \$5,000.00.
2. The total amount anticipated to be contributed by the Limited Partners during the existence of the Partnership is not expected to exceed \$4,000,000.00.
3. FURTHER AFFILIANTS SAYETH NOT

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


JOSEPH E. DUKE, General Partner


JOANNE H. DUKE, General Partner


JOSEPH E. DUKE, JR., General Partner


LAURA GRACE CHESTON, General Partner


SUSAN DIANNE DUKE, General Partner

97 OCT -2 AM 11:05

Donna Elizabeth Morrison
DONNA ELIZABETH MORRISON, General
Partner

STATE OF FLORIDA
COUNTY OF MANATEE

Sworn to and subscribed before me this 27th day of August, 1997 by JOSEPH E. DUKE and JOANNE H. DUKE.

[Signature]
Notary Public

My Commission Expires:



GREGORY J FORGES
My Commission CC385813
Expires Jul. 18, 1998

STATE OF FLORIDA
COUNTY OF Hillsborough

Sworn to and subscribed before me this 6th day of September, 1997 by JOSEPH E. DUKE, JR.

[Signature]
Notary Public

My Commission Expires:

STATE OF NORTH CAROLINA
COUNTY OF Wake

Sworn to and subscribed before me this 2nd day of Sept., 1997 by LAURA GRACE CHESTON.

VICKIE P. LAWRENCE
NOTARY PUBLIC
WAKE COUNTY, N.C.
My Commission Expires 08-12-2002

Vickie P. Lawrence
Notary Public

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

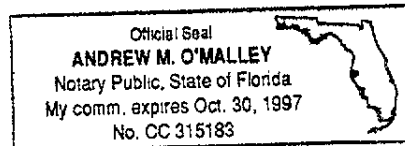
STATE OF FLORIDA
COUNTY OF Hillsborough

97 OCT -2 AM 11:05

Sworn to and subscribed before me this 7 day of September, 1997 by SUSAN
DIANNE DUKE.


Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF Hillsborough

Sworn to and subscribed before me this 7th day of August, 1997 by DONNA
ELIZABETH MORRISON.


Notary Public

My Commission Expires:

