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February 17, 1998

*BOARD CERTIFIED CIVIL
TRIAL
**BOARD CERTIFIED REAL
ESTATE
***BOARD CERTIFIED WILLS,
TRUSTS & ESTATES
****BOARD CERTIFIED
APPELLATE PRACTICE

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

000002436480--4
-02/20/98--01076--003
***1837.50 ***1837.50

Re: Certificate of Limited Partnership of the Naples Fertilizer and Garden
Center Partnership

Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Limited Partnership of the Naples Fertilizer and Garden Center Partnership, together with an Affidavit of Capital Contributions. Also enclosed is a check for \$1,837.50 to cover the \$1,750 filing fee based on \$7 per \$1,000 of capital contributed by the limited partners as shown in the Affidavit, \$35.00 fee for designation of registered agent, and \$52.50 certified copy fee.

Once the Certificate of Limited Partnership has been filed, please return the certified copy to this office.

Sincerely,

Jeffrey S. Hoffman

Jeffrey S. Hoffman

Enclosures (4)

cc: Mr. and Mrs. William L. Morris
George A. Wilson, Esq.

G:\SH\MORRIS\LTR

A98-491

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NAPLES FERTILIZER AND GARDEN CENTER PARTNERSHIP**

The undersigned General Partners, desiring to form a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101-620.192 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is "Naples Fertilizer and Garden Center Partnership."

2. The address of the office of the Partnership, as referred to in Section 620.105 of the Florida Statutes, is 3930 14th St. N., Naples, Florida 34103.

3. The name and address of the agent for service of process on the Partnership shall be William L. Morris at 3930 14th St. N., Naples, Florida 34103.

4. The names and business address of the General Partners are:

<u>Name</u>	<u>Address</u>
William L. Morris	3930 14th St. N.
Patricia I. Morris	Naples, Florida 34103

5. The mailing address for the Partnership is 3930 14th St. N., Naples, Florida 34103.

6. The latest date upon which the Partnership shall dissolve is December 31, 2026.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by or on behalf of any General Partner. Any person dealing with the Partnership or its property shall be entitled to rely fully upon any deed, mortgage, bill of sale, contract, lease, sublease, note or other written instrument signed by or on behalf of any General Partner in the name of and/or on behalf of the Partnership.

FILED
98 FEB 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22nd This Certificate of Limited Partnership was executed by the General Partners this day of December, 1997.

GENERAL PARTNERS:

William L. Morris

William L. Morris

Patricia I. Morris

Patricia I. Morris

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

William L. Morris

William L. Morris

Date: December 22 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF COLLIER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared William L. Morris and Patricia I. Morris, general partners of the NAPLES FERTILIZER AND GARDEN CENTER PARTNERSHIP, a Florida limited partnership (the "Partnership"), of Collier County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$686,777.14.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANTS SAITH NOT.

Under 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.


GENERAL PARTNERS:

Date: December 22, 1997



William L. Morris

Date: December 22, 1997



Patricia I. Morris

FILED
09 FEB 02 PM 4:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 22nd day of December, 1997, by
WILLIAM L. MORRIS. Said person (check one) ☒ is personally known to me, ☐ produced a
driver's license (issued by a state of the United States within the last five (5) years) as identifica-
tion, or ☐ produced other identification, to wit: _____

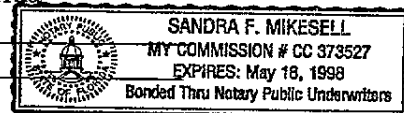
Sandra F. Mikesell

Print Name: SANDRA F. MIKESELL

Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____



Sworn to and subscribed before me this 22nd day of December, 1997, by
PATRICIA I. MORRIS. Said person (check one) ☒ is personally known to me, ☐ produced a
driver's license (issued by a state of the United States within the last five (5) years) as identifica-
tion, or ☐ produced other identification, to wit: _____

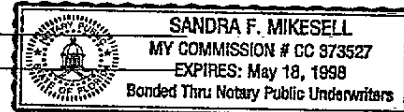
Sandra F. Mikesell

Print Name: SANDRA F. MIKESELL

Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____



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FILED
98 DEC 22 PM 4:30
STATE
OFFICE
TALLAHASSEE