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CONTACT: ANNE ELLIS
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ACCT#: 076077000355

FAX #: (813)229-4133

NAME: SPENCER TOMATO FARMING OPERATIONS, LTD.

AUDIT NUMBER.....H98000008329

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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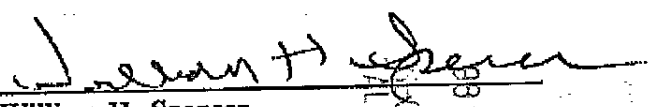
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CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE is made this 1st day of MAY, 1998, by
WILLIAM H. SPENCER as the sole general partner of **SPENCER TOMATO FARMING
OPERATIONS, LTD.** (the "Partnership"). The undersigned certifies as follows:

1. The name of the limited partnership is Spencer Tomato Farming Operations, Ltd.
2. The address of the office required to be maintained by the Partnership in Florida pursuant to Section 620.105 of the Florida Statutes is 442 W. Kennedy Boulevard, Suite 350, Tampa, Florida 33606, and the name and address of the agent for service of process is John C. Vogt, Jr., 442 W. Kennedy Boulevard, Suite 350, Tampa, Florida 33606.
3. The name of the sole general partner of the Partnership is William H. Spencer, and his business address is 405 Ninth Street, N.E., Ruskin, Florida 33570.
4. The mailing address of the Partnership is P.O. Box 1218, Ruskin, Florida 33570.
5. The latest date upon which the Partnership is to dissolve is December 31, 2028.
6. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.


William H. Spencer
General Partner

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Hunter J. Brownlee, Esq.
Carlton Fields
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Fla. Bar No.: 066583

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AFFIDAVIT**STATE OF FLORIDA****COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared William H. Spencer, who, being by me first duly sworn, deposes and says:

1. I am William H. Spencer, the sole general partner of Spencer Tomato Farming Operations, Ltd., a Florida limited partnership (the "Partnership"), and I am duly authorized to execute this affidavit on behalf of the Partnership.
2. The amount of the actual capital contribution of the limited partners to the Partnership is \$30.00, which is the total amount anticipated to be contributed by the limited partners.
3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.

William H. Spencer
 William H. Spencer
 General Partner

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 ALACHUA, FLORIDA

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STATE OF FLORIDA**COUNTY OF HILLSBOROUGH**

Sworn to and subscribed before me this 1st day of May 1998, by William H. Spencer, as the sole general partner of Spencer Tomato Farming Operations, Ltd., on behalf of the partnership. He (please check as applicable) / ☒ / is personally known to me, or has produced / / his (state) driver's license, or / / his (type of identification) as identification, and did not take an oath.

Victoria Walker
 (Signature)
 Name: VICTORIA WALKER
 (Legibly Printed)

Serial No. CC695221

Notary Public,

State of FLORIDA

(AFFIX OFFICIAL SEAL)

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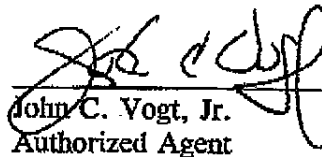
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Spencer Tomato Farming Operations, Ltd., a Florida limited partnership, at the place designated in the attached Certificate of Limited Partnership, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 1st day of MAY 1998.

By:


John C. Vogt, Jr.
Authorized Agent

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