

SENT BY: RUDEN MCCLOSKEY

10-8-98 9:50AM ;

325- Department of State: # 1

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10/08/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: LISA A LANIUS
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ST. LUCIE FARMERS, LTD.

AUDIT NUMBER.....H98000018690

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Pls. note that the Articles of Incorporation for the Gen.
Partner were just electronically filed at phone number
922-4001. Thx.

A98-2323

Name	OK B-4
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ST. LUCIE FARMERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is St. Lucie Farmers, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Jack Furman at 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304.

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

GENERAL PARTNER**BUSINESS ADDRESS**

St. Lucie Farmers, Inc.

1750 E. Sunrise Boulevard
Fort Lauderdale, Florida 33304
Attention: John E. Abdo, President

998-86255

5. A mailing address for the Partnership is c/o St. Lucie Farmers, Inc., 1750 E. Sunrise Blvd., Fort Lauderdale, Florida 33304.

6. The latest date upon which the Partnership is to dissolve is December 31, 2028, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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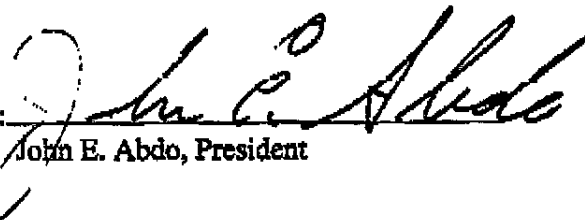
7. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partner.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of St. Lucie Farmers, Ltd., this 7th day of October, 1998, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act. This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNERS:

ST. LUCIE FARMERS, INC.

By: 
John E. Abdo, President

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of St. Lucie Farmers Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 7th day of October, 1998.



Jack Furman, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
ST. LUCIE FARMERS, LTD.**

The undersigned, constituting the General Partners of St. Lucie Farmers, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$ 100.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:

ST. LUCIE FARMERS, INC.

By: 

John E. Abdo, President

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Prepared by: Michael H. Krul, Esq., FL Bar #0196934
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