



THE UNITED STATES
CORPORATION
COMPANY

A98000002665

ACCOUNT NO. : 072100000032

REFERENCE : 034375 121767A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

CK # 409

amt \$ 2070.00

ORDER DATE : November 17, 1998

ORDER TIME : 12:03 PM

ORDER NO. : 034375-020

CUSTOMER NO: 121767A

600002701846--8

-12/03/98--01071--001

***2070.00 ***1785.00

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: COLLIER CITRIS INVESTORS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

mk
12/3/98

FILED
SECRETARY OF CORPORATIONS
98 DEC -3 PM 2:31

RECEIVED
98 DEC -3 PM 1:07
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COLLIER CITRUS INVESTORS, LTD.

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DIVISION OF CORPORATIONS
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This Certificate of Limited Partnership of Collier Citrus Investors, Ltd. (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name: The name of the limited partnership is COLLIER CITRUS INVESTORS, LTD.
2. Name and Address of Registered Agent: The address of the registered office of the Limited Partnership in Florida is: 3003 Tamiami Trail North, Naples, FL 33942. The Limited Partnership's registered agent at that address is Terry L. Flora, Esq.
3. Name and Address of Initial General Partner: The name and address of the initial general partner of the Limited Partnership is:

NAME

ADDRESS

Gopher Ridge Groves, Inc.,
a Florida corporation

c/o Collier Enterprises
3003 Tamiami Trail North
Naples, FL 33942

J18766

4. Mailing Address: The Limited Partnership's mailing address shall be c/o Collier Enterprises, 3003 Tamiami Trail North, Naples, FL 33942
5. Term: The term of the limited partnership is until December 31, 2050, unless such term is extended under applicable law and the limited partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
6. Affidavit re: Capital Contribution: An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as **Exhibit "A"**.
7. Controlling Agreement: This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 15th day of December, 1998.

GOPHER RIDGE GROVES, INC.
a Florida corporation

By: Thomas J. Flood
Thomas J. Flood, Vice President

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EXHIBIT "A"
AFFIDAVIT RE: CAPITAL CONTRIBUTIONS
OF
COLLIER CITRUS INVESTORS, LTD.

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COMES NOW, Thomas J. Flood, as Vice President of Gopher Ridge Groves, Inc., a Florida corporation, the sole general partner of Collier Citrus Investors, Ltd. (the "Limited Partnership"), who deposes and states as follows:

1. The limited partners are making capital contributions to the Limited Partnership in the aggregate amount of \$15,000,000.00. No other capital contributions are anticipated to be made by the limited partners.
2. Affiant further sayeth naught.

General Partner:

GOPHER RIDGE GROVES, INC.

By: Thomas J. Flood
Thomas J. Flood, Vice President

State of Florida)
) SS:
County of Collier)

BEFORE ME, personally appeared Thomas J. Flood, to me personally known or who produced ~~as identification~~ and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Collier Citrus Investors, Ltd., a Florida limited partnership, as Vice President of Gopher Ridge Groves, Inc., a Florida corporation, the sole general partner of Collier Citrus Investors, Ltd.

WITNESS my hand and official seal this 1st day of December, 1998.

Deborah A. Brown
Notary Public, State of Florida
Print Name: Deborah A. Brown

My Commission Expires: 10/16/2000

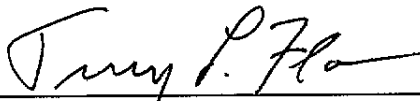


Deborah A Brown
My Commission CC694050
Expires Oct. 16, 2000

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP

Collier Citrus Investors, Ltd., a Florida limited partnership, desiring to organize as a limited partnership pursuant to Florida Statutes, with its registered office, as indicated in the Certificate of Limited Partnership, at 3003 Tamiami Trail North, Naples, Florida 33942 has named Terry L. Flora, Esq. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated limited partnership at the place designated in the Certificate, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Terry L. Flora, Esq.

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