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Account Number : I20000000195
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MJH

FOREIGN LIMITED PARTNERSHIP

ORANGE-CO, LP

Certificate of Status	# 1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 27, 2003

CORPORATION SERVICE COMPANY

SUBJECT: ORANGE-CO, LP
REF: W03000008714

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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DIVISION OF CORPORATIONS

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ORANGE-CO, INC.
3003 Tamiami Trail North
Suite 400
Naples, Florida 34103

March 27, 2003

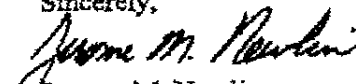
Secretary of the State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

I am Vice President of Orange-Co, Inc., a Florida corporation (the "Corporation"). The Corporation is the sole limited partner of Orange-Co, LP, a Delaware limited partnership (the "Partnership"). Accordingly, the Corporation and the Partnership are affiliated entities

I hereby consent, on behalf of the Corporation, to the filing by the Partnership of the Application By Foreign Limited Partnership for Authorization to Transact Business in Florida, a copy of which is attached (the "Application"), with the Florida Department of State, and to the use of the name "Orange-Co, LP" pursuant thereto in the State of Florida. I further waive, on behalf of the Corporation, any and all conflicts regarding the filing of the attached Application.

Sincerely,


Jerome M. Newlin
Vice President

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. ORANGE-CO, LP (Name of limited partnership as it is in the home state)

2. ORANGE-CO, LP (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. DELAWARE (State of Formation) 4. MARCH 7, 2003 (Date of Formation)

5. CORPORATION SERVICE COMPANY (Name of Registered Agent for Service of Process)

6. 1207 HAYS STREET (Street Address of Registered Office)

TALLAHASSEE Florida FL 32301 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Deborah D. Skipper Deborah D. Skipper (Agent must sign on this line) Asst. V. Pres.

8. CORPORATION SERVICE COMPANY 2711 CENTERVILLE ROAD, SUITE 400, WILMINGTON, DE 19808 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS ORANGE-CO, LLC 3003 Tamiami Trail North, Suite 400, Naples, FL 34103 03-6431

10. 3003 Tamiami Trail North, Suite 400, Naples, FL 34103 (Office where Names, Addresses and Contributions of Limited Partners are kept)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jim Mercer, as Vice President of Orange Co, LLC,

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$22,000,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this _____ day of March, 2003

ORANGE CO, LLC, a Florida limited liability company, General Partner

By: [Signature]
Jim Mercer, Vice President

STATE OF FLORIDA

COUNTY OF De Soto

On this 24 day of March, 2003,

_____ personally appeared before me.

- who is personally known to me
- whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Dana A. Clement
(Notary's Printed Name)

Seal

My Commission Expires: _____



Dana A. Clement
MY COMMISSION # CC856439 EXPIRES
November 20, 2003
AWARDED THROUGH TROY FAIN INSURANCE, INC

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Delaware

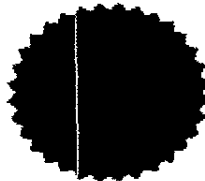
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORANGE-CO, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTE DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORANGE-CO, LP" WAS FORMED ON THE SEVENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2302986

DATE: 03-12-03

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