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AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

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March 25, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32301

100002820411--2
-03/26/99-01100-018
****385.00 ****385.00

Re: Filing of Foreign Corporation and Foreign Limited Partnership

Dear Sir or Madam:

Please find enclosed the documents for registration of a foreign corporation in Florida for Coast Citrus Distributors, Inc. and for the filing of a foreign limited partnership for R&M Alvarez, L.P.:

1. The Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for Coast Citrus Distributors, Inc. and the filing fee of \$70.00;
2. The Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for R&M Alvarez, L.P., the Affidavit of Capital Contributions for Foreign Limited Partnership for R&M Alvarez, L.P. and a check in the amount of \$385.00 for the filing fee.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Alberto S. Bustamante, III

• Enclosure

OR166392;1

Name Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
w. P. Verifier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 2:49

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

1. R & M ALVAREZ, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(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. CALIFORNIA 4. 12/28/1995
(State of Formation) (Date of Formation)

5. STEVE ROBINSON
(Name of Registered Agent for Service of Process)

6. 13855 S.W. 252 STREET
(Street Address of Registered Office)

HOMESTEAD, Florida 33032
(City) (Zip Code)

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


(Agent must sign on this line)

8. 13855 S.W. 252 STREET
HOMESTEAD, FLORIDA 33032
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

SEE ATTACHED

10. 7597 BRISTOW COURT, SAN DIEGO, CA. 92173
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 2:49

12. 7597 BRISTOW COURT, SAN DIEGO, CA 92173

(Mailing Address of Limited Partnership)

Under 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.

This day of 18th MARCH 1999

Roberto R. Alvarez
General Partner

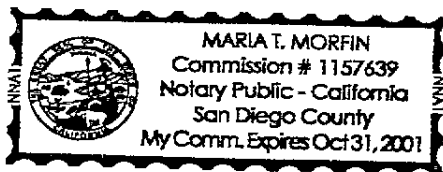
STATE OF California

COUNTY OF San Diego

On this 18TH day of March, 1999, Roberto R. Alvarez

personally appeared before me,

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



Maria T. Morfin
(Notary Public Signature)

Maria T. Morfin
(Notary's Printed Name)

Seal

My Commission Expires: Oct. 31, 2001

NAMES OF GENERAL PARTNERS:

1. ROBERT & MARGARITA ALVAREZ
1767 HACIENDA PLACE
EL CAJON, CA 92020
2. VANESSA WRIGHT
1438 LLOYD WAY
MT. VIEW, CA 94040
3. DAPHNE MCCALLUM
PO BOX 474
QUINCY, CA 95971
4. ROBERT COOPER
8057 CANTATA WAY
ANTELOPE, CA 95843
5. RODRIGO COOPER
PO BOX 474
QUINCY, CA 95971
6. ROBERT R. ALVAREZ, JR.
3112 NORTH 53RD PLACE
PHOENIX, AZ 85015
7. KAREN AVAREZ
3112 NORTH 53RD PLACE
PHOENIX, AZ 85015
8. MOLLIE ALVARE
ROBERT R. ALVAREZ, JR.
(CUSTODIAN)
3112 NORTH 53RD PLACE
PHOENIX, AZ 85015
9. LUIS ALVAREZ
ROBERT R. ALVAREZ, JR.
(CUSTODIAN)
3112 NORTH 53RD PLACE
PHOENIX, AZ 85015
10. SYLVIA JACKSON
6628 MALCOLM DRIVE
SAN DIEGO, CA 92115
11. COREY JACKSON
6628 MALCOLM DRIVE
SAN DIEGO, CA 92115
12. LANKFORD JACKSON
6628 MALCOLM DRIVE
SAN DIEGO, CA 92115
13. STANLEY ALVAREZ
2110 BROOKHURST DRIVE
EL CAJON, CA 92019
14. CHERYL ALVAREZ
2110 BROOKHURST DRIVE
EL CAJON, CA 92019
15. CARRERA ALVAREZ
STANLEY ALVAREZ (CUSTODIAN)
2110 BROOKHURST DRIVE
EL CAJON, CA 92019
16. CARISSA ALVAREZ
STANLEY ALVAREZ (CUSTODIAN)
2110 BROOKHURST DRIVE
EL CAJON, CA 92019
17. CHASE ALVAREZ
STANLEY ALVAREZ (CUSTODIAN)
2110 BROOKHURST DRIVE
EL CAJON, CA 92019
18. JAMES ALVAREZ
1761 N. FERN STREET
ORANGE, CA 92867
19. ADELA ALVAREZ
1761 N. FERN STREET
ORANGE, CA 92867
20. JAMES ALVAREZ, JR.
JAMES ALVAREZ (CUSTODIAN)
1761 N. FERN STREET
ORANGE, CA 92867

NAMES OF GENERAL PARTNERS:

21. ASHLEY ALVAREZ
JAMES ALVAREZ (CUSTODIAN)
1761 N. FERN STREET
ORANGE, CA 92867
22. JOSEPH ALVAREZ
JAMES ALVAREZ (CUSTODIAN)
1761 N. FERN STREET
ORANGE, CA 92867
23. ANGELINA ALVAREZ
JAMES ALVAREZ (CUSTODIAN)
1761 N. FERN STREET
ORANGE, CA 92867
24. JOHN ALVAREZ
JAMES ALVAREZ (CUSTODIAN)
1761 N. FERN STREET
ORANGE, CA 92867
25. ERICA ALVAREZ
NICHOLAS ALVAREZ
(CUSTODIAN)
5825 PASEO DE LA CUMBRE
YORBA LINDA, CA 92686
26. KENNDRA ALVAREZ
NICHOLAS ALVAREZ
(CUSTODIAN)
5825 PASEO DE LA CUMBRE
YORBA LINDA, CA 92686
27. ARIANNA ALVAREZ
NICHOLAS ALVAREZ
(CUSTODIAN)
5825 PASEO DE LA CUMBRE
YORBA LINDA, CA 92686
28. CHARLES SIMPSON
3202 MA LOU DRIVE
JAMUL, CA 91935
29. MARGARITA SIMPSON
3202 MA LOU DRIVE
JAMUL, CA 91935
30. CHARLES SIMPSON, JR.
MARGARITA SIMPSON
(CUSTODIAN)
3202 MA LOU DRIVE
JAMUL, CA 91935
31. GUADALUPE A. COOPER
7907 ARCADE LAKE LANE
CITRUS HEIGHTS, CA 95610

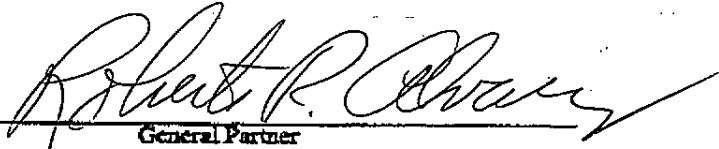
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared ROBERT R. ALVAREZ
a general partner of R & M ALVAREZ, L.P., a (an) CALIFORNIA limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$2,880,080.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$50,000.

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.

This 18th day of MARCH, 1999

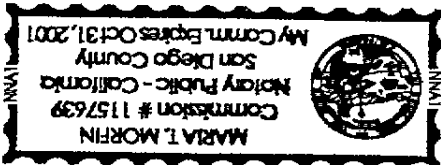

General Partner


STATE OF California

COUNTY OF San Diego

On this 18TH day of March, 1999, Roberto R. Alvarez

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____




(Notary Public Signature)
Maria T. Morfin
(Notary's Printed Name)

Seal

My Commission Expires: Oct. 31, 2001