



MD1000002667

ACCOUNT NO. : 072100000032

REFERENCE : 371346 2642A

AUTHORIZATION : Patricia Kypur

COST LIMIT : \$ 125.00

ORDER DATE : November 27, 2001

ORDER TIME : 11:35 AM

ORDER NO. : 371346-005

CUSTOMER NO: 2642A

600004698596--0

CUSTOMER: Mr. Gregory Pratt
Schmiedeskamp, Robertson, Neu
525 Jersey Street
Quincy, IL 62306

FOREIGN FILINGS

NAME: RLF CYPRESS LAND HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

Handwritten signature and date 11/29/01

RECEIVED 01 NOV 29 PM 2:28
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RLF Cypress Land Holdings, LLC (Name of foreign limited liability company)

2. Colorado (Jurisdiction under the law of which foreign limited liability company is organized) 3. 36-4475900 (FEI number, if applicable)

4. October 11, 2001 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 10, 2001 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. RLF Cypress Land Holdings, LLC 985 Pico Point, Colorado Springs, Colorado 80906 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

Resource Land Fund I, LLC 985 Pico Point Colorado Springs, Colorado 80906

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The ownership and operation of a citrus grove and the transaction of any or all lawful business or activity under the Florida Limited Liability Company Act.

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) B. Joseph Leininger Typed or printed name of signer

01 NOV 29 PM 2:28 SECRETARY OF STATE PALM BEACH, FLORIDA APPROVED AND FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RLF Cypress Land Holdings, LLC

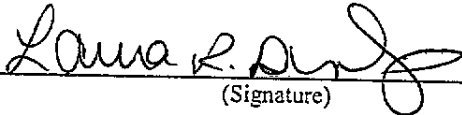
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

**Laura R. Dunlap
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

RLF CYPRESS LAND HOLDINGS, LLC
(Colorado LIMITED LIABILITY COMPANY)
File # 20011196416

was filed in this office on October 11, 2001 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: October 24, 2001

For Validation:

Certificate ID: 514287

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Donetta Davidson
SECRETARY OF STATE