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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023

Phone : (850) 222-1092

Fax Number : (850) 878-5368

Please retain original filing date of submission 12/8

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

Foreign Limited Liability Company
AFC Florida LLC dlbia

Certificate of Status	1
Certified Copy	1
Page Count	05 4
Estimated Charge	\$160.00

American Farm and Company Florida LLC

D. BRUCE

DEC 13 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AFC Florida LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Geoffrey Lewis

Name of Person

Optima Fund Management LLC

Firm/Company

10 East 53rd Street

Address

New York, NY 10022

City/State and Zip Code

geoffrey.lewis@optima.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person at ()
Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED
10 DEC -8 PM 12:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



December 9, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C.T. CORPORATION SYSTEM

RE-SUBMITSUBJECT: AFC FLORIDA LLC
REF: W10000057035Please retain original filing
date of submission 12/8

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

P.O. BOX 6327 - Tallahassee, Florida 32314

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12/9/2010 10:09:07 AM PAGE 2/002 Fax Server



Deborah Bruce
Regulatory Specialist II

FAX #: E10000263554
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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CLERK OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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

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

1. APC Florida LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

American Farmland Company Florida LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27-4172575

(FEI number, if applicable)

4. December 7, 2010

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 10 East 53rd Street, 29th Floor, New York, NY 10022

(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:

American Farmland Company L.P.

10 East 53rd Street, 29th Floor, NY, NY 10022

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TALLAHASSEE, FLORIDA

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: Purchase farmland in Florida.


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Geoffrey M. Lewis, CFO of Co-General Partner of Managing Member
Typed or printed name of signee

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of AFC Florida LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Delaware

(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the

requirements of the s. 608.406, F.S., the limited liability company hereby adopts the

following name to transact business in the state of Florida:

American Farmland Company Florida LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: December 10, 2010

Signature(s) of Manager(s) and/or Managing Member(s):

By: American Farmland Company, LP, its managing member

By: American Farmland Advisor LLC, its general partner

[Signature]

Geoffrey M. Lewis

Chief Financial Officer

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TALLAHASSEE, FLORIDA

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**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:

AFC Florida LLC

If unavailable, the alternate to be used in the state of Florida is:

American Farmland Company Florida LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

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, Florida Statutes.

By:

C T Corporation System

(Signature)

\$ 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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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

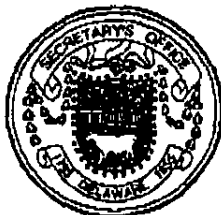
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFC FLORIDA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2010.

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

4909009 8300

101160467

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8407844

DATE: 12-08-10