

Filing Fee: \$100.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Freshet, L.P.
~~Freshet, Limited Partnership~~ (The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of California
and the date of its formation is 6/11/02

3. The general character of the business it proposes to transact in Rhode Island is:
Real Estate management

4. The name and address of the agent for service of process is Parasearch, Inc.
222 Jefferson Blvd. (Street Address, not P.O. Box)
Warwick (City/Town) (Name of Agent) RI 02888 (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
131-A Stony Circle, Santa Rosa, CA 95401
Suite 500

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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>DNL Resources, Inc.</u>	<u>131-A Stony Circle, Santa Rosa, CA 95401</u> <u>Suite 500</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

131-A Stony Circle Suite 500, Santa Rosa, CA 95401

9. A mailing address for the foreign limited partnership is P.O. Box 2768
Santa Rosa, CA 95405

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

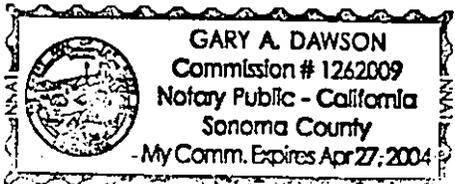
Date: 9/9/02
Fresnet, L.P.
~~Fresnet Limited Partnership~~
Print Exact Name of Limited Partnership Making Application

By [Signature] DAVID HOUGHTON General Partner
President, DNL Resources, Inc.

STATE OF California
COUNTY OF Sonoma

In Santa Rosa, on this 9th day of September, 2002, personally appeared before me David Houghton who, being by me first duly sworn, declared that he/she is a general partner of ~~DNL Resources, Inc.~~ Fresnet Limited Partnership that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 4/27/04



State of California

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED PARTNERSHIP

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st day of May, 2002, FRESHET, L.P., became recognized under the laws of the State of California by filing its certificate of Limited Partnership in this office; and

That no record exists in this office of a certificate of cancellation of said limited partnership nor of a court order declaring cancellation thereof; and

That according to the records of this office, the said limited partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this limited partnership.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
10th day of October, 2002.



Bill Jones
BILL JONES
Secretary of State