

# A02000000500

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED  
02 APR - 3 PM 2:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ERB HOLDINGS, LTD.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

RECEIVED  
02 APR - 1 AM 11:31  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

100005179131--0  
-04/01/02--01040--001  
\*\*\*1785.00 \*\*\*1785.00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 1, 2002

FILINGS, INC.

TALLAHASSEE, FL

SUBJECT: ERB HOLDINGS, LTD.  
Ref. Number: W02000009013

FILED  
RECEIVED  
02 APR -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ERB HOLDINGS, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

The Registered Agent MUST SIGN the acceptance statement in Item 5.,

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) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 602A00019067

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**ERB HOLDINGS, LTD.**

FILED  
APR - 3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The parties hereto do hereby certify that an Agreement was made effective the 30 day of January, 2002 at Miami, Florida by the following, herein called "General Partner":

**BROWNELL MANAGEMENT, INC., a Florida corporation**

and by the following, hereinafter referred to as "Limited Partners":

**EDWIN R. BROWNELL**

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. **Name.** The name of this Limited Partnership is:

**ERB HOLDINGS, LTD.**


2. **Business.** The Partnership engage in any and all business permitted under the laws of the State of Florida.

3. **Principal Place of Business & Mailing Address.** The location of the principal place of business and the mailing address of the Partnership is:

1207 Sorolla Avenue  
Coral Gables, FL 33134

4. **Registered Agent.** The registered agent for service for this Limited Partnership is: John M. Thomson, Esq.  
370 Minorca Avenue, Suite One  
Coral Gables, Florida 33134

5. **Acceptance of Registered Agent.** The undersigned accept the appointment as Registered Agent.

  
John M. Thomson, Esq.

FILED  
02-MAR-03 PM 2:38  
CLERK OF DISTRICT COURT  
JANUARY 31, 2003  
TALLAHASSEE, FLORIDA

6. **The Partners.** The General Partner and Limited Partners of this Limited Partnership are as follows:

**GENERAL PARTNER**

Brownell Management, Inc.

020000012778

**BUSINESS ADDRESS**

1207 Sorolla Avenue  
Coral Gables, FL 33134

**LIMITED PARTNERS**

Edwin R. Brownell

**BUSINESS ADDRESS**

1207 Sorolla Avenue  
Coral Gables, FL 33134

7. **Term.** The Partnership shall until December 31, 2052 unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. **Additional Contributions.** No additional contributions of the Limited Partners have been agreed upon.

9. **Return of Contributions.** No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.

10. **Profits.** All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

11. **Assignments.** A Limited Partner shall have the right to sell his interest in the Partnership, but only after such Limited Partner gives to the Partnership a 90 day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

12. **Additional Limited Partners.** The General Partner may admit additional limited partners.

13. **Priority Among Limited Partners.** There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. **Property Other Than Cash.** A Limited Partner may not demand property other than cash in return for his contributions.

15. **Amount of Cash and Agreed Value and Description of Other Property Contributed.** The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$1,000,000.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 12<sup>th</sup> day of March, 2002.

**GENERAL PARTNER:  
BROWNELL MANAGEMENT, INC.  
a Florida Corporation**

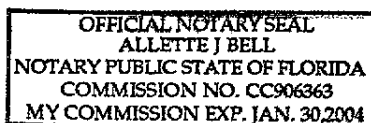
By: Edwin R. Brownell  
EDWIN R. BROWNELL, President

STATE OF FLORIDA            )  
                                      :SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12 day of March, 2002 by **EDWIN R. BROWNELL**, President of **BROWNELL MANAGEMENT, INC.**, General Partner of **ERB HOLDINGS, LTD**, on behalf of the corporation. He is personally known to me.

Allette J Bell  
Notary Public, State of Florida at Large

My Commission Expires:



SCHEDULE A

	<u>Percentage</u>	<u>Contribution</u>
<b>GENERAL PARTNER:</b> BROWNELL MANAGEMENT, INC.	1%	\$10.00
<b>LIMITED PARTNERS:</b> EDWIN R. BROWNELL	99%	\$990.00

FILED  
02 APR -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned constituting all of the general partners of ERB HOLDINGS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000,000.00 in cash or property.

Signed this 12 day of March, 2002.

FURTHER AFFIANT SAYETH NOT.

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

**GENERAL PARTNER:**  
**BROWNELL MANAGEMENT, INC.**  
**a Florida Corporation**

By Edwin R. Brownell  
EDWIN R. BROWNELL, President

STATE OF FLORIDA       )  
                                  :SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12 day of March, 2002 by **EDWIN R. BROWNELL**, President of **BROWNELL MANAGEMENT, INC.**, General Partner of **ERB HOLDINGS, LTD.**, on behalf of the corporation. He is personally known to me.

Allette J Bell  
Notary Public, State of Florida at Large

My Commission Expires:

