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Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP ANDERSON CAPITAL, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State? of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

The name of the limited partnership ("Partnership") is: 1.

Anderson Capital, Ltd.

- The address of the office in Florida at which will be kept the records of the 2. Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 1375 West Hillsboro Blvd., Deerfield Beach, Florida, 33442.
- The name and address of the agent for service of process required to be maintained 3. by Section 620.105(2) of the Act is Larry W. Anderson, 1375 West Hillsboro Blvd., Deerfield Beach, Florida, 33442.
- The name and business address of each General Partner of the Partnership is as 4. follows:

GENERAL PARTNER

Anderson Capital, Inc., a Florida corporation

P94 00001 8988 1375 West Hillsboro Blvd. Deerfield Beach, Florida, 33442

A mailing address for the Partnership is 1375 West Hillsboro Blvd., Deerfield 5. Beach, Florida, 33442.

> Prepared by: Thomas O. Katz, Esq., FL Bar #355836 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660

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- 6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.
- 7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and scals to this Certificate this $\frac{29}{2}$ day of $\frac{1}{2}$, 1996.

GENERAL PARTNER:

Anderson Capital, Inc., a Riorida corporation

Larry W. Anderson, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Anderson Capital, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 201 day of Feb., 1996.

Larry W. Anderson

Prepared by: Thomas O. Katz, Esq., FL Bar #355836 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660

AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF ANDERSON CAPITAL, LTD.

The undersigned, constituting the General Partner of Anderson Capital, Ltd. (the "Partnership"), a Florida limited partnership, certify as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$158,000.00 and no additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penaltics of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

Anderson Capital, Inc. a Plorida corporation

Larry W. Anderson, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301

(954) 764-6660

ANDERSON CAPITAL, INC.

1375 West Hillsboro Blvd. Deerfield Beach, Florida 33442

March 5, 1996

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301

Re: Anderson Capital, Ltd. ("Limited Partnership")

Dear Sir or Madam:

It is the intend of this letter to show a connection between the above referenced limited partnership and Anderson Capital, Inc. ("Corporation"). As you can see from the attached Certificate of Limited Partnership the registered agent of the Limited Partnership and of the Corporation are the same. Also, the President of the General Partner of the Limited Partnership is the same as the President of the Corporation.

Based upon the above connections, it is our desire that you allow us to form the Limited Partnership, Anderson Capital, Ltd.

Thank you for your assistance in this matter.

Very truly yours,

Anderson Capital, Inc., a Riorida corporation

Ву: __

Larry W. Anderson, President

Attachments