

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9172

800-342-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 164719 126932A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 22, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 164719-005

CUSTOMER NO: 126932A

CUSTOMER: Ms. Barbara L. Wolf
BARBARA L. WOLF, P.A.

Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

400002015754--7
-11/27/96--01037--023
***1785.00 ***1785.00

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: HERMANSEN FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: *BL*

G. TAX
FILING 1750.00
R. AGENT FEE 35.00
C. COPY
TOTAL 1785.00
N. BANK
BALANCE DUE
DEFUND

RECEIVED
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11/22/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
HERMANSEN FAMILY LIMITED PARTNERSHIP**

A Florida Limited Partnership

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The parties hereto do hereby certify that an Agreement was made effective the 21st day of November, 1996, at Fort Lauderdale, Florida by the following, herein called the "General Partner":

ERIC HERMANSEN, an individual

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

1 - JENNIFER MALBURG IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

2 - MICHELLE MALBURG EDGERLEY IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

3 - TRACEY MALBURG IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

4 - JENNIFER HERMANSEN IRREVOCABLE TRUST DATED NOVEMBER 21, 1996

5 - VICKI HERMANSEN IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

6 - JAYSON HERMANSEN IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

7 - ERIC HERMANSEN IRREVOCABLE TRUST DATED NOVEMBER 21, 1996.

8 - GLORIA J. HERMANSEN REVOCABLE TRUST DATED NOVEMBER 21, 1996.

WITNESSETH:

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

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1. **Name.** The name of this Limited Partnership is the HERMANSEN FAMILY LIMITED PARTNERSHIP.

2. **Business.** The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. **Principal Place of Business.** The location of the principal place of business of the partnership is 5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419. This is also the mailing address for the partnership. The mailing address for the partnership is 5120 Pointe Alexis Drive, Boca Raton, FL 33486. The registered agent for service for this Limited Partnership is ERIC HERMANSEN, an individual, whose address is 5120 Pointe Alexis Drive, Boca Raton, FL 33486.

5. **Partners.** The General Partners and Limited Partners of this Limited Partnership and their addresses are as follows:

General Partner:

ERIC HERMANSEN

5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.

Limited Partners:

a - **Gloria J. Hermansen, Trustee and All Successor Trustees of the Jennifer Malburg Irrevocable Trust Dated November 21, 1996.**

5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.

b - **Gloria J. Hermansen, Trustee and All Successor Trustees of the Michelle Malburg Edgerley Irrevocable Trust Dated November 21, 1996.**

5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.

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96 NOV 22 PM 1:23

- c - Gloria J. Hermansen, Trustee and All Successor Trustees of the Tracey Malburg Irrevocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.
- d - Gloria J. Hermansen, Trustee and All Successor Trustees of the Jennifer Hermansen Irrevocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.
- e - Gloria J. Hermansen, Trustee and All Successor Trustees of the Vicki Hermansen Irrevocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.
- f - Gloria J. Hermansen, Trustee and All Successor Trustees of the Jayson Hermansen Irrevocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.
- g - Gloria J. Hermansen, Trustee and All Successor Trustees of the Eric Hermansen Irrevocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.
- h - Gloria J. Hermansen, Trustee and All Successor Trustees of the Gloria J. Hermansen Living Revocable Trust Dated November 21, 1996.
5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.

6. Term. The partnership shall begin on the day this Certificate of Limited Partnership is filed with the Secretary of State and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

7. Additional Contributions. No additional contributions of the limited partners have been agreed to.

8. 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.

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96 NOV 22 PM 1:23

9. 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.

10. Assignments. A Limited Partner shall have the right to sell his interest in the partnership acting through a guardian, but only after such Limited Partner gives to the partnership a 120 day opportunity to purchase such interest as set forth in the Partnership Agreement.

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

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

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

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

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 set forth in Schedule "A" attached hereto, with an agreed value of \$560,000.

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96 NOV 22 PM 1:23

<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
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General Partners:

ERIC HERMANSEN	.09%	\$500
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Limited Partners:

JENNIFER MALBURG IRREVOCABLE TRUST	.185%	\$1,000
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MICHELLE MALBURG EDGERLEY IRREVOCABLE TRUST	.185%	\$1,000
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TRACEY MALBURG IRREVOCABLE TRUST	.185%	\$1,000
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JENNIFER HERMANSEN IRREVOCABLE TRUST	.185%	\$1,000
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VICKI HERMANSEN IRREVOCABLE TRUST	.185%	\$1,000
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JAYSON HERMANSEN IRREVOCABLE TRUST	.185%	\$1,000
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ERIC HERMANSEN IRREVOCABLE TRUST	9.6%	\$53,760
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GLORIA J. HERMANSEN REVOCABLE TRUST	89.2%	\$499,740
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<u>TOTAL</u>	<u>100%</u>	<u>\$560,000</u>
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IN WITNESS WHEREOF, we have set our hands and seals on the day and year first above written.

GENERAL PARTNER:

Eric Hermansen
ERIC HERMANSEN, an individual

LIMITED PARTNERS:

Gloria J. Hermansen
Gloria J. Hermansen, Trustee of the Jennifer Malburg
Irrevocable Trust Dated November 21, 1996

Gloria J. Hermansen
Gloria J. Hermansen, Trustee of the Michelle Malburg
Edgerley Irrevocable Trust Dated November 21, 1996

Gloria J. Hermansen
Gloria J. Hermansen, Trustee of the Tracey Malburg
Irrevocable Trust Dated November 21, 1996

Gloria J. Hermansen
Gloria J. Hermansen, Trustee of the Jennifer
Hermansen Irrevocable Trust Dated November 21,
1996

Gloria J. Hermansen
Gloria J. Hermansen, Trustee of the Vicki Hermansen
Irrevocable Trust Dated November 21, 1996

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1996 NOV 22 PM 1:23

Gloria J. Hermansen

Gloria J. Hermansen, Trustee of the Jayson
Hermansen Irrevocable Trust Dated November 21,
1996

Gloria J. Hermansen

Gloria J. Hermansen, Trustee of the Eric Hermansen
Irrevocable Trust Dated November 21, 1996

Gloria J. Hermansen

Gloria J. Hermansen, Trustee of the Gloria J.
Hermansen Living Revocable Trust Dated November
21, 1996

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96 NOV 22 PM 1:23

SCHEDULE A

Attached to the Certificate of Limited Partnership of the HERMANSEN FAMILY LIMITED PARTNERSHIP dated NOVEMBER 21, 1996.

The following contributions of capital are anticipated to be made by the General Partner and Limited Partners subject to the encumbrances owed thereon to-wit are as follows:

General Partner:

ERIC HERMANSEN	\$500
----------------	-------

Limited Partners:

1. JENNIFER MALBURG IRREVOCABLE TRUST	\$1,000
2. MICHELLE MALBURG EDGERLEY IRREVOCABLE TRUST -	\$1,000
3. TRACEY MALBURG IRREVOCABLE TRUST	\$1,000
4. JENNIFER HERMANSEN IRREVOCABLE TRUST	\$1,000
5. VICKI HERMANSEN IRREVOCABLE TRUST	\$1,000
6. JAYSON HERMANSEN IRREVOCABLE TRUST	\$1,000
7. ERIC HERMANSEN IRREVOCABLE TRUST	\$53,760
8. GLORIA J. HERMANSEN LIVING REVOCABLE TRUST	\$499,740
<u>TOTAL</u>	<u>\$560,000</u>

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95 NOV 22 PM 1:23

GENERAL PARTNER:

Eric Hermansen
ERIC HERMANSEN

LIMITED PARTNERS:

Gloria J. Hermansen
GLORIA J. HERMANSEN, TRUSTEE OF THE
JENNIFER MALBURG IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996.

Gloria J. Hermansen
GLORIA J. HERMANSEN, TRUSTEE OF THE
MICHELLE MALBURG EDGERLEY IRREVOCABLE
TRUST UAD NOVEMBER 21, 1996.

Gloria J. Hermansen
GLORIA J. HERMANSEN, TRUSTEE OF THE
TRACEY MALBURG IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996.

Gloria J. Hermansen
GLORIA J. HERMANSEN, TRUSTEE OF THE
JENNIFER HERMANSEN IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996.

Gloria J. Hermansen
GLORIA J. HERMANSEN, TRUSTEE OF THE
VICKI HERMANSEN IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996

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96 NOV 22 PM 1:23

Gloria J. Hermansen

GLORIA J. HERMANSEN, TRUSTEE OF THE
JAYSON HERMANSEN IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996

Gloria J. Hermansen

GLORIA J. HERMANSEN, TRUSTEE OF THE
ERIC HERMANSEN IRREVOCABLE TRUST UAD
NOVEMBER 21, 1996

Gloria J. Hermansen

GLORIA J. HERMANSEN, TRUSTEE OF THE
GLORIA J. HERMANSEN LIVING REVOCABLE TRUST
UAD NOVEMBER 21, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

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The undersigned constituting all of the general partners of the HERMANSEN FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

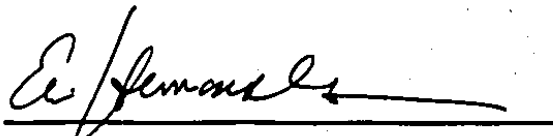
The amount of capital contributions to date of the limited partners is FIVE HUNDRED SIXTY THOUSAND DOLLARS (\$560,000).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals FIVE HUNDRED SIXTY THOUSAND DOLLARS (\$560,000).

Signed this 21st day of November, 1996.

FURTHER AFFIANT SAYETH NOT.

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


A handwritten signature in cursive script, appearing to read "Eric Hermansen", is written over a horizontal line.

ERIC HERMANSEN, General Partner

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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In pursuance of the Florida Partnership Act F.S. 620 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That the HERMANSEN FAMILY LIMITED PARTNERSHIP, a Florida limited partnership qualified to do business under the laws of the State of Florida, with its principal office at 5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419, has appointed ERIC HERMANSEN as its agent to accept service of process within this State at: 5120 Pointe Alexis Drive, Boca Raton, FL 33486-1419.

Having been named to accept service of process for the abovestated Limited Partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ERIC HERMANSEN