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((H97000018562 3))

TO: DIVISION OF CORPORATIONS
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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: MIKE GIEHL
PHONE: (954) 525-7500
(954) 761-8475

FAX #:

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NAME: ASSMANN (USA) VENTURES, LTD.
AUDIT NUMBER.....H97000018562
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 3
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ASSMANN (USA) VENTURES, 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:

1. The name of the limited partnership ("Partnership") is: Assmann (USA) Ventures, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: c/o Don Morgan, 1500 Royal Palm Square Blvd., Suite 101, Fort Myers, Florida 33919-1058

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Drake M. Batchelder of Tripp, Scott, Conklin & Smith, 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, Florida 33301.

4. The name and business address of the General Partner of the Partnership is as follows:

c/o Don Morgan
1500 Royal Palm Square Blvd., Suite 101
Fort Myers, Florida 33919-1058

5. A mailing address for the Partnership is as follows:

1500 Royal Palm Square Blvd., Suite 101
Fort Myers, Florida 33919-1058

6. The latest date upon which the Partnership is to dissolve is on December 31, 2040, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 30 day of OCTOBER 1997.

GENERAL PARTNER:

Brigitte Henning
Brigitte Henning, President
Assmann Florida International, Inc.

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Prepared by: Drake M. Batchelder, Esq.
Bar No: 0117273
Tripp, Scott, Conklin & Smith
110 S.E. 6th Street, 15th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

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Nov. 7. 1997 10:58AM

No. 1322 P. 3/4

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**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 Assmann (USA) Ventures, 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 (1986).



Drake M. Batchelder

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
ASSMANN (USA) VENTURES, LTD.**

BEFORE ME, the undersigned President of the sole General Partner of Assmann (USA) Ventures, Ltd., a Florida limited partnership ("Partnership"), certify as follows:

The limited partners' contributions to the Partnership total \$1,000.00 at this time and it is anticipated that future contributions of limited partners is \$0.00.

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

Brigitte Henning

Brigitte Henning, President
Assmann Florida International, Inc., General Partner

STATE OF Florida
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 29 day of October, 1997, by Brigitte Henning, who is personally known to me or who has produced Passport # L4100871 as identification.

Sandra R. Howard

Notary Public
My Commission Expires:



SANDRA R. HOWARD
MY COMMISSION # CC438370 EXPIRES
March 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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