



THE UNITED STATES
CORPORATION
COMPANY

A97000002551

ACCOUNT NO. : 072100000032

REFERENCE : 611586 7119699

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 1997

ORDER TIME : 1:13 PM

ORDER NO. : 611586-005

CUSTOMER NO: 7119699

CUSTOMER: Timothy L. Flanagan, Esq

PURCELL FLANAGAN & HAY, P.A.AA

1548 Lancaster Terrace

P. O. Box 40749 (32203)

Jacksonville, FL 32204

FILING

R. AGENT FEE

2. COPY

TOTAL

N. BANK

BALANCE DUE

REFUND

DOMESTIC FILING

NAME: HAUFLER BROTHERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 NOV 24 PM 3:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 NOV 24 PM 3:22
DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP,
NOTIFICATION OF CONVERSION FROM A
GENERAL PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

HAUFLER BROTHERS, LTD.

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97 NOV 24 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The undersigned general partner files this Certificate of Limited Partnership of **HAUFLER BROTHERS, LTD.** with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

NAME. The name of the limited partnership is **HAUFLER BROTHERS, LTD.**

I.1. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 3700 N.W. 91st Street, A-100, Gainesville, Florida 32606.

I.2. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:
Eugene B. Haufler, whose business address is 3700 N.W. 91st Street, A-100, Gainesville, Florida 32606.

I.3. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

NAME

ADDRESS

THIRTY-NINTH AVENUE, INC.

3700 N.W. 91st Street, A-100
Gainesville, Florida 32606

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I.4. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:
When this Certificate is filed with the Secretary of State.

I.5. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2047.

I.6. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS: The limited partners will make initial capital contributions for their partnership interest of \$1,800,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$3,200,000. The total amount anticipated to be contributed by the limited partners is \$5,000,000.

II. The undersigned general partner further states that this limited partnership has been converted from a general partnership pursuant to the provisions of Section 620.8902 of the Florida Revised Uniform Partnership Act of 1995.

II.1. **NAME**: The name of the general partnership was Haufler Brothers

II.2. **AUTHORIZATION**: The four general partners, each general partner possessing one vote and representing 100% of the general partners of Haufler Brothers (there being only one class of partners) unanimously approved the conversion to a limited partnership.

II.3. **EFFECTIVE DATE OF CONVERSION**. This conversion shall be effective on the date this Certificate is filed with the Florida Secretary of State.

III. **AFFIRMATION**. The general partner hereby acknowledges that pursuant to the Act:

III.1. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

III.2. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

III.3. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 24th day of September, 1997.

THIRTY-NINTH AVENUE, INC.,
General Partner

By:

As its: President

Engel B. Haufler

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

HAUFLER BROTHERS, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **Eugene B. Haufler** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3700 N.W. 91st Street, A-100, Gainesville, Florida 32606.

DATED this 24th day of September, 1997.

THIRTY-NINTH AVENUE, INC.
General Partner

By:


EUGENE B. HAUFLER, President

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24th day of September, 1997.


EUGENE B. HAUFLER