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JAMES A. HARTMAN, P.A.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

December 12, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002372249--0
-12/15/97-01078-008
***1837.50 ***1837.50

Re: Imperial Enterprises XI, Ltd.

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Affidavit and Certificate of Limited Partnership for the above-referenced limited partnership, together with a check in the amount of \$1,837.50 in payment of the filing fee, certified copy charges and registered agent designation fee.

Please return the certified copy to the undersigned in the enclosed postage paid envelope provided for your convenience.

Thank you for your attention to this matter. If you have any questions, please contact the undersigned at (407)425-2543.

Very truly yours,

Brenda L. Jones

Brenda L. Jones

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bj

Name	enclosures
Availability	
Document	
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

TC
\$1,000,000.00

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**AFFIDAVIT AND CERTIFICATE
OF LIMITED PARTNERSHIP
OF
IMPERIAL ENTERPRISES XI, LTD.**

THE UNDERSIGNED, acting as organizers of **IMPERIAL ENTERPRISES XI, LTD.** (the "Partnership"), hereby makes, acknowledges and files with the Secretary of State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the Partnership shall be **IMPERIAL ENTERPRISES XI, LTD.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Partnership shall be located at 205 South Eola Drive, Orlando, Florida 32801, or at such other place or places as the General Partner(s) shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

James A. Hartman
205 South Eola Drive
Orlando, FL 32801

4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S).**

IMPERIAL MANAGEMENT ENTERPRISES, INC.
Attn: James A. Hartman
205 South Eola Drive
Orlando, FL 32801

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

P.O. Box 2031
Orlando, FL 32802-2031


6. **TERM.** The Partnership shall be dissolved on October 3, 2027 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 11th day of December, 1997.

Signed, sealed and delivered
in the presence of:

Brenda L. Jones
Melisa A. Simons

**IMPERIAL MANAGEMENT ENTERPRISES,
INC., a Florida corporation, General Partner**

By: 
James A. Hartman, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared JAMES A. HARTMAN as President of IMPERIAL MANAGEMENT ENTERPRISES, INC. a Florida corporation. He is known to me to be the person who executed the foregoing Affidavit and Certificate of Limited Partnership and who acknowledged before me that he executed the Affidavit and Certificate of Limited Partnership for the purpose stated therein on behalf of said partnership. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of December, 1997.



Brenda L. Jones
My Commission CC605439
Expires December 4, 2000

Brenda L. Jones
Print Name: Brenda L. Jones
Notary Public State of Florida
Commission # CC605439
Commission expiration: Dec 4, 2000

SEAL:

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of IMPERIAL ENTERPRISES XI, LTD. are anticipated to be \$1,000,000.00. The amount of capital contributions to date of the limited partners is \$300,000.00.

SWORN AND SUBSCRIBED as of the 11th day of December, 1997.

**IMPERIAL MANAGEMENT ENTERPRISES,
INC.,** a Florida corporation, General Partner

By: _____

James A. Hartman, President

Sworn and subscribed to before me by **James A. Hartman**,
as President of **IMPERIAL MANAGEMENT ENTERPRISES,
INC.** on behalf of said corporation this 11th day of December
1997. He is personally known to me and did not take an oath.

Brenda L. Jones
Print Name: Brenda L. Jones
Notary Public State of Florida
Commission # CC605439
Commission expiration: Dec 4, 2000

SEAL:




Brenda L. Jones
My Commission CC605439
Expires December 4, 2000

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, James A. Hartman, accepts his designation as Registered Agent for IMPERIAL ENTERPRISES XI, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 11th day of December, 1997.


James A. Hartman
Registered Agent

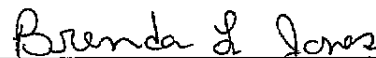
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared James A. Hartman, known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of December, 1997.



Brenda L. Jones
My Commission CC605439
Expires December 4, 2000


Print Name: Brenda L. Jones
Notary Public State of Florida
Commission # CC605439
Commission expiration: Dec 4, 2000

SEAL:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA