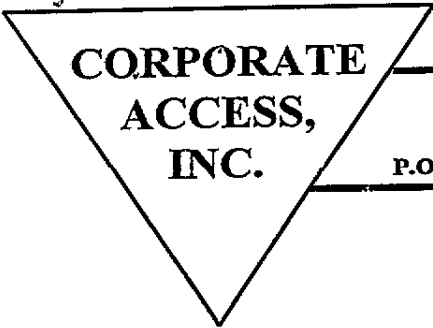


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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 31 AM 11:51

WALK IN

PICK UP 12-31-97

CERTIFIED COPY

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PHOTO COPY

FILING Limited partnership

1.) The Charles O. And Elizabeth H. Herbert Family, LTD.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

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-12/31/97--01024--017  
\*\*\*1837.50 \*\*\*1837.50

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

6.)  
(CORPORATE NAME & DOCUMENT #)

LP-1785-00  
CERT 52050

7.)  
(CORPORATE NAME & DOCUMENT #)

8.)  
(CORPORATE NAME & DOCUMENT #)

9.)  
(CORPORATE NAME & DOCUMENT #)

10.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

BK 12/31/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 11:51

**CERTIFICATE OF LIMITED PARTNERSHIP OF**  
**THE CHARLES O. AND ELIZABETH H. HERBERT FAMILY, LTD.**

WHEREAS, the undersigned, desires to form a limited partnership (to be known as "The Charles O. and Elizabeth H. Herbert Family, Ltd.") pursuant to the provision of a Limited Partnership Agreement.

WHEREAS, the undersigned hereby makes, acknowledges and files with the Secretary of State of Florida the Certificate of Limited Partnership for the purpose of forming, pursuant to the aforesaid Limited Partnership Agreement, a limited partnership in accordance with the laws of the State of Florida.

NOW, THEREFORE, the undersigned hereby certifies as follows:

1. Name of Partnership: The name of the Partnership shall be **The Charles O. and Elizabeth H. Herbert Family, Ltd.**

2. Office and Agent for Service of Process: The record keeping office for the Partnership shall be 4300 Steward Road, Lakeland, Florida 33801. The agent for the service of process is Charles O. Herbert and his address is 4300 Steward Road, Lakeland, Florida 33801. The Partnership may change its record keeping office or its registered agent, or both, by filing with the Department of State of the State of Florida an amendment complying with this chapter.

3. Name and Business Address of General Partner: The name and address of the General Partner is as follows:

Herbert Family Holding Co., Inc.  
4300 Steward Road  
Lakeland, Florida 33801

97 000105680

4. Mailing Address: The mailing address for the Partnership shall be 4300 Steward Road, Lakeland, Florida 33801.

5. Term: This Limited Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida, and shall continue thereto in accordance with the terms provided in the Limited Partnership Agreement until December 31, 2047, unless earlier terminated in accordance with the Limited Partnership Agreement.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 11:51

IN WITNESS WHEREOF, the undersigned, being first duly sworn, has hereunto  
affixed his signature and seal, thereby executing this Certificate of Limited Partnership for  
the uses and purposes herein stated.

GENERAL PARTNER:

HERBERT FAMILY HOLDING CO., INC.

*Robert S. Trinkle*

Printed Name: Robert S. Trinkle  
Witness

By: *Charles O. Herbert*  
Charles O. Herbert, President

*Rebecca C. Buchanan*  
Printed Name: Rebecca C. Buchanan  
Witness

By: *Elizabeth H. Herbert*  
Elizabeth H. Herbert, Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of  
December, 1997, by Charles O. Herbert and Elizabeth H. Herbert, President and Secretary  
respectively of Herbert Family Holding Co., Inc., a Florida corporation, to me well known  
to be the General Partner of the Partnership and the persons described in and who signed  
the foregoing Certificate of Limited Partnership, who are personally known to me.



*Rebecca C. Buchanan*  
Printed Name: Rebecca C. Buchanan  
Notary Public  
State of Florida at Large  
My Commission Expires: March 17, 2001

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DIVISION OF CORPORATIONS  
97 DEC 30 AM 11:51

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Signature: Charles O. Herbert  
Charles O. Herbert

Date: December 30, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 11:51

AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The undersigned, being first duly sworn, deposes and says that:

1. He is the President of **Herbert Family Holding Co., Inc.**, a General Partner of **The Charles O. and Elizabeth H. Herbert Family, Ltd.**
2. Capital contributions in the amount of \$853,000.00 have been made by the Partners of said Partnership.
3. Capital contributions in the amount of \$0.00 are anticipated to be contributed by the Partners of said Partnership.

This Affidavit is made for the purpose of filing with the Certificate of Limited Partnership of **The Charles O. and Elizabeth H. Herbert Family, Ltd.**

HERBERT FAMILY HOLDING CO., INC.

By: Charles O. Herbert  
Charles O. Herbert, President

General Partner

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1997, by Charles O. Herbert, President of Herbert Family Holding Co., Inc., a Florida corporation, a General Partner of **The Charles O. and Elizabeth H. Herbert Family, Ltd.**, who is personally known to me.



Rebecca C. Buchanan  
Printed Name: Rebecca C Buchanan  
Notary Public  
State of Florida at Large  
My Commission Expires: March 17, 2001