



**THE UNITED STATES
CORPORATION
COMPANY**

A 9800000 1141

ACCOUNT NO. : 072100000032

REFERENCE : 803536 81642A

AUTHORIZATION :

COST LIMIT : PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 8 PM 1:45

ORDER DATE : May 1, 1998

ORDER TIME : 12:03 PM

ORDER NO. : 803536-005

CUSTOMER NO: 81642A

CUSTOMER: Charles I. Nash, Esq
FRESE NASH & TORPY, P.A.

Suite 505
930 South Harbor City Blvd.
Melbourne, FL 32901

100002508321--2
-05/01/98--01096--016
***1802.50 ***1802.50

DOMESTIC FILING

NAME: HERMANSEN FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE

Name
Availability

100002508321--2
-05/01/98--01096--017
*****87.50 *****87.50

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 STANDINGS

CONTACT PERSON: Janna Wilson

W. P. Verifier

EXAMINER'S INITIALS:

RECEIVED
98 MAY - 1 PM 2:34
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 6, 1998

JANNA WILSON
CSC
TALLAHASSEE, FL

SUBJECT: HERMANSEN FAMILY PARTNERSHIP, LTD.
Ref Number: W98000009870

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:45

We have received your document for HERMANSEN FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1890.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Registered Agent -- CHARLES IAN NASH -- MUST SIGN a statement accepting his appointment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00024904

RESUBMIT

Please give original
submission date as file date.



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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

WJW
9870

98 MAY -1 PM 2:34
DIVISION OF CORPORATIONS
RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE HERMANSEN Venture PARTNERSHIP, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:45

1.

The name of the Limited Partnership is Hermansen Venture Partnership, Ltd.

2.

The registered office of the Limited Partnership is located 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901, and the initial agent for service of process for the Partnership is Charles Ian Nash, Esquire, whose address is the same as that of the registered office of the Partnership.

3.

The mailing address for the Limited Partnership is to the attention of Bjornar K. Hermansen, President, Hermansen Family Enterprises, Inc., 295 Hacienda Drive, Merritt Island, FL 32952.

THE LIMITED PARTNERSHIP INTERESTS IN HERMANSEN Venture PARTNERSHIP, LTD. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER SET FORTH IN ARTICLE 14 OF THIS AGREEMENT. THE INTERESTS HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER (i) THE FLORIDA SECURITIES AND INVESTORS PROTECTION ACT, AS AMENDED (THE "FLORIDA ACT"), IN RELIANCE UPON THE EXEMPTION PROVIDED IN SECTION 517.061 OF FLORIDA STATUTES, (ii) UNDER ANY OTHER STATE SECURITIES LAWS, OR (iii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"). NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF ARTICLE 14 OF THIS AGREEMENT AND (i) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FLORIDA ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FLORIDA ACT, (ii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY OTHER APPLICABLE STATE SECURITIES LAWS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH SECURITIES LAWS OR THAT IS OTHERWISE IN COMPLIANCE WITH SUCH SECURITIES LAWS, AND (iii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR THAT IS OTHERWISE IN COMPLIANCE WITH THE FEDERAL ACT.

4.

The names and business address of the general partner of the Limited Partnership as follows:

1. Bjornar K. Hermansen
295 Hacienda Drive
Merritt Island, FL 32952.

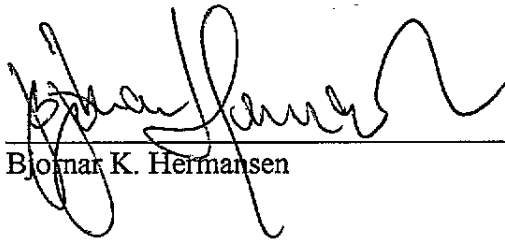
5.

The latest date on which the Limited Partnership is to dissolve is December 31, 2048.

Executed on the date indicated by the General Partner of the Hermansen Venture Partnership, Ltd.

GENERAL PARTNER

DATE EXECUTED

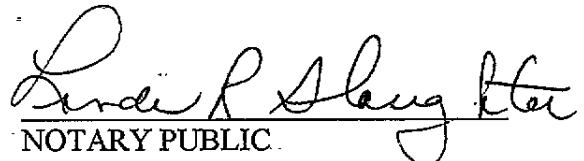

Bjornar K. Hermansen

4-24-98

STATE OF FLORIDA
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **BJORNAR K. HERMANSEN**, the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. He produced a Florida driver's licence as identification. *He is personally known to me.*

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of APRIL, 1998.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



Linda R. Slaughter
MY COMMISSION # 00626356 EXPIRES
March 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC

AFFIDAVIT

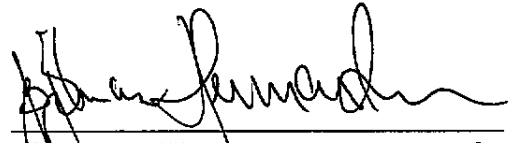
BREVARD COUNTY:
STATE OF FLORIDA: ss

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:15

Personally appeared this day before me, the undersigned officer duly authorized in the County and State last aforementioned to take acknowledgments and administer oaths, BJORNAR K. HERMANSEN, as trustee of a trust created by and between Bjornar K. Hermansen, as the Grantor, and Bjornar K. Hermansen, as the Trustee, dated February 19, 1992, as amended from time to time, and as the sole General Partner of the Hermansen Family Partnership, Ltd., who, after being duly sworn, deposes and says:

1. That Affiant is over the age of eighteen (18), otherwise competent to make this Affidavit and has personal knowledge of the matters set forth in this Affidavit.
2. Hermansen ^{Venture} Partnership, Ltd., formed under the laws of the State of Florida, pursuant to a written limited partnership agreement, has one (1) general partner and two (2) limited partners.
3. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is \$365,000.

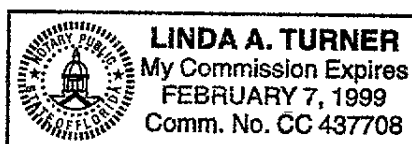
FURTHER, AFFIANT SAYETH NAUGHT...



Bjornar K. Hermansen, as trustee of a trust created by and between Bjornar K. Hermansen, as the Grantor, and Bjornar K. Hermansen, as the Trustee, dated February 19, 1992, as amended from time to time.

STATE OF FLORIDA
COUNTY OF BREVARD

SWORN TO and subscribed before me this 30th day of April, 1998, by Bjornar K. Hermansen, as trustee of a trust created by and between Bjornar K. Hermansen, as the Grantor, and Bjornar K. Hermansen, as the Trustee, dated February 19, 1992, as amended from time to time, who is personally known to me or who produced a Florida Driver's License as identification.



Notary Public
State of Florida at Large

FRESE,
NASH & TORPY, P.A.
ATTORNEYS AT LAW
930 S. HARBOR CITY BLVD.
SUITE 505
MELBOURNE, FL 32901
(407) 984-3300
FAX (407) 951-3741

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited partnership is

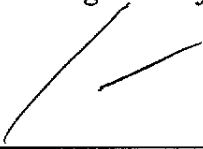
HERMANSEN VENTURE PARTNERSHIP, LTD.

2. The name and address of the registered agent and office is:

CHARLES IAN NASH, ESQUIRE
930 SOUTH HARBOR CITY BOULEVARD, SUITE 505
MELBOURNE, FLORIDA 32901

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:45

Having been named as registered agent and 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.



Charles Ian Nash, Registered Agent

April 16, 1998