

A98000001141

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† BOARD CERTIFIED IN TAXATION
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◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

June 2, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Hermansen Venture Partnership, Ltd.
Our File No. 98-9141

400002547734--6
-06/04/98--01061--002
****105.00 ****105.00

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Restated Certificate of Limited Partnership of the Hermansen Venture Partnership, Ltd. for the above-referenced limited partnership. Also enclosed is this firm's check in the amount of \$105.00 representing the required filing fee. I would appreciate receiving a certified copy of this Certificate after it has been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

Charles Ian Nash

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verify	CIN:sld Enclosures DCC
Adm no: Registration	judgement file art DCC
W. P. Verifier	DCC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 AM 11:31

RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF THE HERMANSEN VENTURE PARTNERSHIP, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN -14 AM 11:31

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.

FRESE,
NASH & TORPY, P.A.
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MELBOURNE, FL 32901
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FAX (407) 951-3741

4.

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

1. Hermansen Family Enterprises, Inc.
c/o Bjornar K. Hermansen, President
295 Hacienda Drive
Merritt Island, FL 32952.

P98000034375

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 AM 11:31

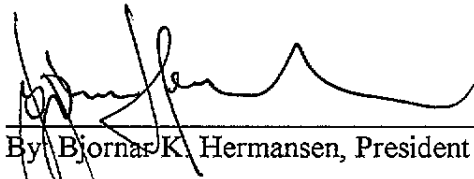
5.

The latest date on which the Limited Partnership is to dissolve is December 31, 1998.

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

HERMANSEN FAMILY ENTERPRISES, INC.,
a Florida limited partnership

DATE EXECUTED


By Bjornar K. Hermansen, President

June 1, 1998

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Charles Ian Nash
Registered Agent

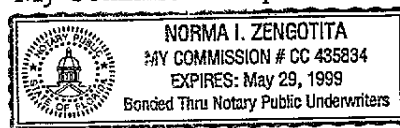
STATE OF FLORIDA
COUNTY OF BREVARD

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 license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of June, 1998.

Norma I. Zengotita
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Charles Ian Nash, who is personally known to me and who executed the foregoing Restated Certificate of Limited Partnership of the Hermansen Venture Partnership, Ltd., and he acknowledged before me that he executed and subscribed to this Restated Certificate of Limited Partnership of the Hermansen Venture Partnership, Ltd.

WITNESS my hand and official seal in the County and State aforesaid this 1st day of June, 1998.

Norma I. Zengotita
Notary Public
State of Florida at Large

My Commission Expires:

