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1116-3 The Gaspar Road, Mount Vernon Square, Tallahassee, Florida 32304

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

WALK IN

PICK UP 6/5/98 11:00 AM ☺

CERTIFIED COPY

CUS _____

PHOTO COPY

FILING Ltd.

1.) Van Den Berg Family Partnership, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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7.) _____
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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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98 JUN -5 PM12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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98 JUN -5 AM11:00
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VAN DEN BERG FAMILY PARTNERSHIP, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 12:52

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby states the following:

1. The name of the Partnership is VAN DEN BERG FAMILY PARTNERSHIP, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of investing in various security instruments related to entities and real estate in the United States of America and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, and hold various securities, including but not limited to stocks, bonds, limited partnership interests, and real estate. The Partnership shall also have the power to pledge, lien and encumber the securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.
3. The location and mailing address of the principal place of business of the Partnership is 921 Georgia Avenue, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by consent of the General Partner and Limited Partners or pursuant to the terms and conditions of the Limited Partnership Agreement.

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5. The name, place of business, units and percentage of shares of the General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
Egerton K. van den Berg and Caroline M. van den Berg, as Tenants by the Entireties 921 Georgia Avenue Winter Park, FL 32789	1	1.0%

6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

7. The Limited Partners shall be required to make an initial total capital contribution of securities or cash in the total amount of \$990.00.

8. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner in accordance with their percentage ownership of units.

9. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of its capital contributions is a total of ninety-nine percent (99%).

11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the other Limited Partner, if any, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of the Limited Partners, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making this amendment.

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DIVISION OF CORPORATIONS
98 JUN -5 12:52

12. The General Partner has the right, with the consent of the Limited Partners, to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be Partnership property distributed in kind pursuant to the terms of the Partnership Agreement.

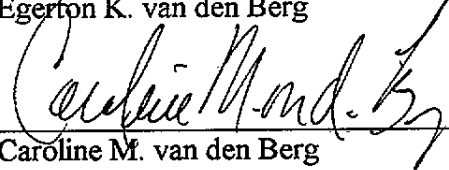
IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of June, 1998, effective upon filing with the Florida Secretary of State.

“General Partner”

**EGERTON K. VAN DEN BERG AND
CAROLINE M. VAN DEN BERG, AS TENANTS
BY THE ENTIRETIES**



Egerton K. van den Berg



Caroline M. van den Berg

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of June, 1998,
by Egerton K. van den Berg, as a General Partner of van den Berg Family Partnership, Ltd., a Florida limited
partnership, on behalf of the limited partnership.

- Personally known to me.
- Produced identification:
Type: _____

Rita A. Floyd
RITA A. FLOYD
MY COMMISSION # CC 513754
Notary Public, State of Florida
EXPIRES: March 14, 2000
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of June, 1998,
by Caroline M. van den Berg, as a General Partner of van den Berg Family Partnership, Ltd., a Florida limited
partnership, on behalf of the limited partnership.

- Personally known to me.
- Produced identification:
Type: _____

Rita A. Floyd
Notary Public, State of Florida
RITA A. FLOYD
MY COMMISSION # CC 513754
EXPIRES: March 14, 2000
Bonded Thru Notary Public Underwriters

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DIVISION OF CORPORATIONS
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**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF VAN DEN BERG FAMILY PARTNERSHIP, LTD.**

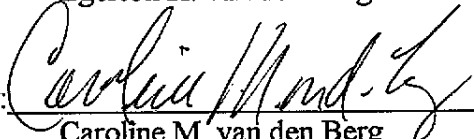
In compliance with Section 620.105, Florida Statutes, the following is submitted:

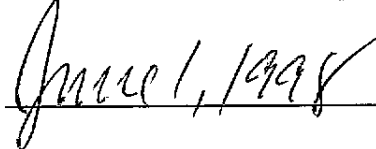
First, that van den Berg Family Partnership, Ltd., with its place of business at 921 Georgia Avenue, Winter Park, Florida 32789, has named Robert P. Saltsman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

VAN DEN BERG FAMILY PARTNERSHIP, LTD.,
a Florida limited Partnership

By: **EGERTON K. VAN DEN BERG AND
CAROLINE M. VAN DEN BERG, AS
TENANTS BY THE ENTIRETIES,**
its general partner

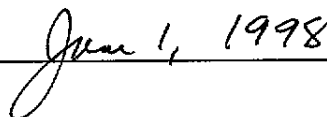
By: 
Egerton K. van den Berg

By: 
Caroline M. van den Berg

Date: 

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 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.


Registered Agent

Date: 

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SECRETARY OF CORPORATIONS
98 JUN -5 PM 12:52

**AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF VAN DEN BERG FAMILY PARTNERSHIP, LTD.**

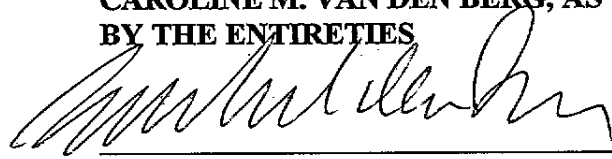
**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Egerton K. van den Berg and Caroline M. van den Berg, as Tenants by the Entireties, as the General Partner of van den Berg Family Partnership, Ltd. (collectively hereinafter referred to in the singular as "Affiant"), who being first duly sworn, depose and say:

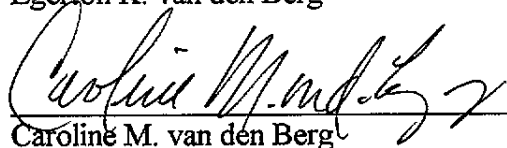
1. That the total capital contribution by the Limited Partners to van den Berg Family Partnership, Ltd. is \$990.00.
2. That the anticipated total capital contribution by the Limited Partners to van den Berg Family Partnership, Ltd. is \$990.00.

FURTHER AFFIANT SAYETH NAUGHT.

**EGERTON K. VAN DEN BERG AND
CAROLINE M. VAN DEN BERG, AS TENANTS
BY THE ENTIRETIES**



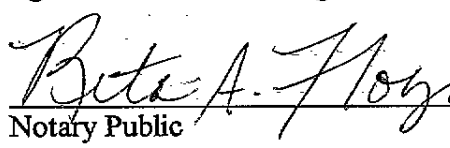
Egerton K. van den Berg

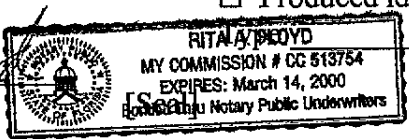


Caroline M. van den Berg

SWORN TO AND SUBSCRIBED before me
on this 12th day of June, 1998 by
Egerton K. van den Berg.

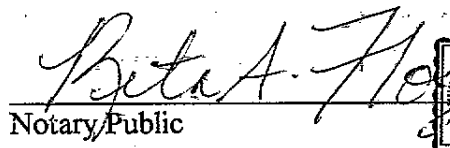
- Personally known to me.
- Produced identification:


Notary Public



SWORN TO AND SUBSCRIBED before me
on this 12th day of June, 1998 by
Caroline M. van den Berg.

- Personally known to me.
- Produced identification:


Notary Public

