



THE UNITED STATES
CORPORATION
COMPANY

A99000000221

ACCOUNT NO. : 072100000032

REFERENCE : 126730 3378A

AUTHORIZATION :

COST LIMIT : \$ PPD

300002767623--5

-02/08/99--01094--001

****250.00 ****250.00

ORDER DATE : February 8, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 126730-005

CUSTOMER NO: 3378A

CUSTOMER: Sean L. Wilson, Esq
BRINKLEY MCNERNEY MORGAN
BRINKLEY MCNERNEY MORGAN
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

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-02/08/99--01094--002

****500.00 ****500.00

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-02/08/99--01094--003

****500.00 ****500.00

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-02/08/99--01094--004

****500.00 ****500.00

DOMESTIC FILING

NAME: RUDOLPH HOLDINGS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

300002767623--5

-02/08/99--01094--005

*****35.00 *****35.00

DIVISION OF CORPORATION

99FEB-8 PM 12:48

RECEIVED

99FEB-8 PM 1:16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

A99000000221

CERTIFICATE OF LIMITED PARTNERSHIP

OF

RUDOLPH HOLDINGS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 1:16

The undersigned Partners hereby make and file this Certificate of Limited Partnership for Rudolph Holdings, Ltd., hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is Rudolph Holdings, Ltd.
2. Character of Business. The purpose of the Partnership is to form a partnership amongst the members of John R. Rudolph's family to acquire, own, operate, and dispose of investments; to operate investments with a view to generating distributions or capital appreciation; to provide structured and centralized management within John R. Rudolph's family; to educate members of John R. Rudolph's family as to business and investment matters, so that the Partnership's management may perpetuate the businesses and investment purposes of the Partnership utilizing principles established by its founder, John R. Rudolph, throughout its term; to offer a vehicle for optional and continued investment by members of the John R. Rudolph's family where diversity and economies of scale may be realized; to insulate non-management Partners from liability; to perform any acts necessary or appropriate to accomplish the foregoing purposes; and to carry on such other activities in furtherance of any other purpose as is not prohibited by law.

3. Location of Principal Place of Business and Mailing Address. The principal place of business and mailing address, of the Partnership shall be at:

2731 S.W. 117th Avenue
Davie, Florida 33330,

or at such other place or places as the General Partners may, from time to time, determine.

4. Registered Agent. The initial registered agent of the Partnership shall be W. Michael Brinkley, whose address is:

200 East Las Olas Blvd., Suite 1800
Fort Lauderdale, Florida 33301.

5. Name and Business Address of General Partner. The name and address of the General Partner is:

Rudolph Holding Corp.
2731 S.W. 117th Avenue
Davie, Florida 33330

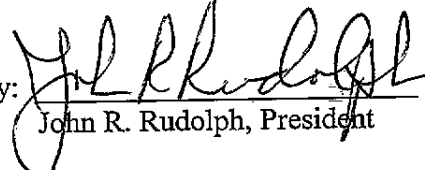
99120003390

6. Term. The Partnership and the limitation of liability of the Limited Partners shall commence on the date on which this Certificate of Limited partnership is filed with the Florida Department of State. The Partnership shall continue until December 31, 2007, unless sooner terminated as provided in the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the 69 day of January, 1999.

GENERAL PARTNER
Rudolph Holding Corp.

By:


John R. Rudolph, President

(SEAL)

ATTEST:


Sharon Rudolph, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 1:16

**AFFIDAVIT REGARDING CAPITAL CONTRIBUTION
OF LIMITED PARTNERS OF
RUDOLPH HOLDINGS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 1:16

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, John R. Rudolph, as President of Rudolph Holding Corp., the general partner of Rudolph Holdings, Ltd., who was sworn and says the Limited Partners' capital contributions that are anticipated are as follows:

| <u>Limited Partners</u> | <u>Capital Contribution</u> |
|-------------------------|-----------------------------|
| John R. Rudolph | \$250,000.00 |
| Sharon Rudolph | \$250,000.00 |

An estimated \$1,000,000.00 of additional contributions are anticipated.

GENERAL PARTNER
Rudolph Holding Corp.

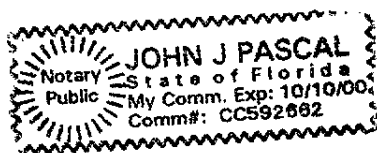
By:

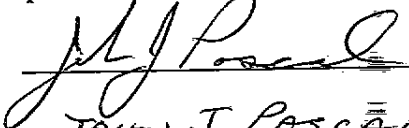

John R. Rudolph, President

The foregoing instrument was acknowledged before me this 19 day of January, 1999, by John R. Rudolph, President of Rudolph Holding Corp.

☒ who is personally known to me
☐ who has produced _____ as identification

and who [did/did not] take an oath, and who acknowledged before me that [he/she] executed the same as [his/her] free and voluntary act for the uses and purposes therein set forth.




JOHN J. PASCAL
(Print name of Notary)
Notary Public
Commission Number: CC592662

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 1:16

In compliance with Florida Statutes, the following is submitted:

Rudolph Holdings, Ltd., a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Certificate of Limited Partnership, State of Florida, has named W. Michael Brinkley, whose address is:

200 East Las Olas Blvd., Suite 1800
Fort Lauderdale, Florida 33301

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATE: 2/5/99

W. Michael Brinkley
W. Michael Brinkley
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5 day of February, 1999, by W. Michael Brinkley

☒ who is personally known to me
☐ who has produced _____ as identification

and who [did/did not] take an oath, and who acknowledged before me that [he/she] executed the same as [his/her] free and voluntary act for the uses and purposes therein set forth.



Marianne A. Smith
Marianne A. Smith
(Print name of Notary)
Notary Public
Commission Number: CC #730109