



THE UNITED STATES  
CORPORATION  
COMPANY

A99000000311

ACCOUNT NO. : 072100000032

REFERENCE : 149823 7166270

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1999

ORDER TIME : 1:18 PM

ORDER NO. : 149823-005

CUSTOMER NO: 7166270

CUSTOMER: Charles I. Nash, Esq  
FRESE NASH & TORPY  
FRESE NASH & TORPY  
Suite 505  
930 South Harbor City Blvd.  
Melbourne, FL 32901

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 3:49

DOMESTIC FILING

NAME: R.B. KEMPFFER FAMILY  
PARTNERSHIP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY \*\*TWO CERTIFIED COPIES\*\*  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS

900002789169--7  
-02/26/99--01090--014  
\*\*\*1890.00 \*\*\*1890.00

A99-311

Name	Al 2-26
Availability	
Document	
Examiner	
Modater	
Upholder	
Verifier	
Acknowledgment	
W. P. Verifier	

RECEIVED

99 FEB 26 PM 2:35

DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP  
OF THE R. B. KEMPFER FAMILY PARTNERSHIP, LTD.

1.

The name of the Limited Partnership is R. B. Kempfer Family 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 and business address for the Limited Partnership is to the attention of Robert B. Kempfer, President, Kempfer Family Enterprises, Inc., 601 East Palmetto Avenue, Melbourne, Florida 32901.

THE LIMITED PARTNERSHIP INTERESTS IN R. B. KEMPFER FAMILY 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 OTHERWISE IN COMPLIANCE WITH THE FEDERAL ACT.

FILED  
CLERK OF STATE  
RECORDS  
MELBOURNE  
SEP 26 PM 3:49

4.

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

R. B. Kempfer Enterprises, Inc.  
601 East Palmetto Avenue  
Melbourne, Florida 32901

999-5654

5.

The latest date on which the Limited Partnership is to dissolve is December 31, 2049.

Executed on the date indicated by the General Partner of the R. B. Kempfer Family Partnership, Ltd.

R. B. KEMPFER FAMILY PARTNERSHIP, LTD.

DATE EXECUTED

Robert B. Kempfer  
Robert B. Kempfer, President

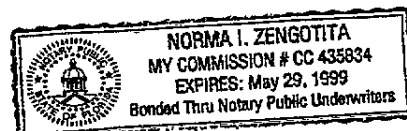
February 25, 1999  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 1999  
PM 3:49

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 acknowledgments, personally appeared Robert B. Kempfer, President of R. B. Kempfer Enterprises, Inc., 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.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of February, 1999,

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



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

INCLIENTSKKEMPFCER


**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: R. B. KEMPFER FAMILY PARTNERSHIP, LTD.
  
2. The name and address of the registered agent and office is:

CHARLES IAN NASH, ESQUIRE  
FRESE, NASH & TORPY, P.A.  
930 SOUTH HARBOR CITY BOULEVARD  
SUITE 505  
MELBOURNE, FLORIDA 32901

*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

Date: \_\_\_\_\_

2/25/98

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL. 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 3:49

## AFFIDAVIT

BREVARD COUNTY:  
STATE OF FLORIDA: ss

Personally appeared this day before me, the undersigned officer duly authorized in the County and State last aforementioned to take acknowledgments and administer oaths, ROBERT B. KEMPFER, as President of R. B. Kempfer Family Enterprises, Inc., a Florida corporation, the sole General Partner of the R. B. Kempfer 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. R. B. Kempfer Family Partnership, Ltd., formed under the laws of the State of Florida, pursuant to a written limited partnership agreement, has one (1) general partner and one (1) limited partner.
3. The amount of the capital contribution of the limited partner and the amount anticipated to be contributed by the limited partner is \$2,000,000.

FURTHER, AFFIANT SAYETH NAUGHT.

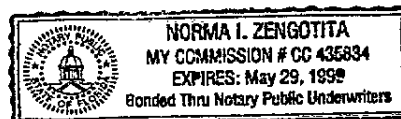
R. B. KEMPFER FAMILY ENTERPRISES, INC.

By: Robert B. Kempfer  
Robert B. Kempfer, President

STATE OF FLORIDA  
COUNTY OF BREVARD

SWORN TO and subscribed before me this 25<sup>th</sup> of February, 1999, by ROBERT B. KEMPFER, President of R. B. Kempfer Family Enterprises, Inc., a Florida corporation, who produced a Florida Driver's License as identification.

Norma I. Zengotita  
Notary Public  
State of Florida



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 26 PM 3:49

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

I:\CLIENTS\K\Kempfer