

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA LIMITED PARTNERSHIP

Schmier Holdings, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SCHMIER HOLDINGS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Schmier Holdings, Ltd. (the "Partnership").
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Jeffrey L. Schmier, 7777 Glades Road, Boca Raton, Florida 33434.
4. The name and business address of the General Partner of the Partnership are as follows:

**GENERAL PARTNER**

Jeffrey L. Schmier

**BUSINESS ADDRESS**

7777 Glades Road, Suite 201  
Boca Raton, Florida 33434

5. A mailing address for the Partnership is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P.O. Box 1900  
Ft. Lauderdale, Florida 33301  
(954) 764-6660

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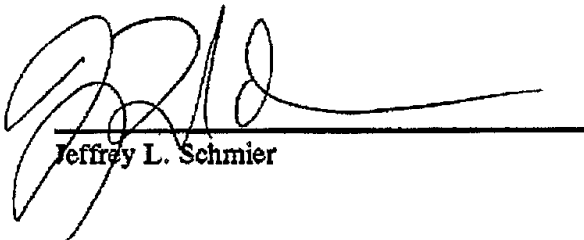
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6. The latest date upon which the Partnership is to dissolve is December 31, 2029, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Schmier Holdings, Ltd., this Bth day of June, 1999, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:



Jeffrey L. Schmier

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P.O. Box 1900  
Ft. Lauderdale, Florida 33301  
(954) 764-6660

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Schmier Holdings, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 8th day of June, 1999.

  
\_\_\_\_\_  
Jeffrey L. Schmier, Registered Agent

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P.O. Box 1900  
Ft. Lauderdale, Florida 33301  
(954) 764-6660

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
SCHMIER HOLDINGS, LTD.**

The undersigned, being the General Partner of Schmier Holdings, Ltd. (the "Partnership"),  
a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and  
property to the Partnership have a value of \$430,000.00. No additional capital contributions are  
anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State  
of the State of Florida, along with the Certificate of Limited Partnership.

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury I declare that I have read the foregoing and that the facts  
alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNER:**

  
Jeffrey L. Schmier

Prepared by:

Thomas O. Katz, Esq., FL Bar #355836  
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