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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

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July 22, 1999

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/23/99-01058-008
***1785.00 ***1785.00

RE: Herren Family Limited Partnership, Ltd.

Dear Sir or Madam:

Enclosed please find the following:

1. Certificate of Limited Partnership of Herren Family Limited Partnership, Ltd.;
2. Affidavit of Capital Contributions;
3. Appointment of a Registered Agent; and
4. Robert S. Herren's Check No. 0164 in the amount of \$1,785.

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WTK

Please contact David F. Golden, Esq., at 404-885-3344 with any questions you might have regarding this matter and forward the acknowledgment of filing to me. 7/28

Thank you for your assistance with this matter.

Very truly yours,



Diane R. Walker
Paralegal

enclosures (check)

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HERREN FAMILY LIMITED PARTNERSHIP, LTD.

In connection with the formation of a Florida limited partnership pursuant to Section 620.108, Florida Statutes, the undersigned hereby certifies as follows:

1. The name of the limited partnership shall be **Herren Family Limited Partnership, Ltd.** (the "Partnership").

2. The business address of the Partnership is 3006 Trestwick Way, Tallahassee, Florida 32312.

3. The name of the registered agent for service of process is Robert S. Herren.

4. The Florida street address for the registered agent is 3006 Trestwick Way, Tallahassee, Florida 32312.

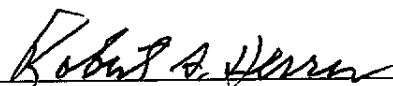
5. The mailing address of the Partnership is 3006 Trestwick Way, Tallahassee, Florida 32312.

6. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2049.

7. The name of the general partner is Robert S. Herren and his street address is 3006 Trestwick Way, Tallahassee, Florida 32312.

Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 14 day of July, 1999.


Robert S. Herren, General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of Herren Family Limited Partnership, Ltd., certifies:

1. The amount of capital contributions to date of the limited partners is \$0.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at the time totals \$ ~~1,500,000~~.

Signed this 14 day of July, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.


Robert S. Herren, General Partner

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REGISTERED AGENT APPOINTMENT

Having been named as registered agent for Herren Family Limited Partnership, Ltd., and to accept service of process for the above stated limited partnership at 3006 Trestwick Way, Tallahassee, Florida 32312. 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.

7/14/99
Date

Robert S. Herren
Robert S. Herren

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