

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-222-0171

904-222-0193

800-342-8086



Handwritten: L9600000316

ACCOUNT NO. : 072100000032

REFERENCE : 881571 3652A

AUTHORIZATION :

100001758661
-03/26/96--01169--026
***337.50 ***337.50

COST LIMIT : \$

ORDER DATE : March 14, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 881571

CUSTOMER NO: 3652A

CUSTOMER: Dale A. Dettmer, Esq
KRASNY DETTMER THOMPSON
& JONES, P.A.
700 Apollo Boulevard

Melbourne, FL 32902

96 MAR 19 AM 8:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HIERBAUM PARTNERS, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

96 MAR 14 PM 12:11
RECEIVED
DIVISION OF CORPORATION

T. BROWN MAR 20 1996

Handwritten: WLG 5/8/96

Handwritten: #1257



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 15, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HIERBAUM PARTNERS, L.C.
Ref. Number: W96000005651

We have received your document for HIERBAUM PARTNERS, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 196A00011696

**ARTICLES OF ORGANIZATION
OF
HIERBAUM PARTNERS, L.C.**

FILED
96 MAR 19 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby subscribe to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

**ARTICLE I
Name**

The name of this Organization is HIERBAUM PARTNERS, L.C.

**ARTICLE II
Term of Existence**

The company shall commence upon the filing of these Articles and shall exist for a period of twenty (20) years.

**ARTICLE III
Principal Office**

The mailing address of the principal office of the company is 35 Tropical Island Lane, Merritt Island, Fl 32952 and the street address is 35 Tropical Island Lane, Merritt Island, Florida 32901.

**ARTICLE IV
Initial Registered Agent**

The initial street address in Florida of the initial registered office of this Organization is 35 Tropical Island Lane, Merritt Island, Florida 32952 and the name of the initial registered agent of this Organization at that address is Randy P. Hierbaum. The Registered Agent is familiar with and accepts the duties and

responsibilities as registered agent for said corporation.

**ARTICLE V
Additional Members**

No additional members shall be admitted to this limited liability company without the consent of all of the then existing members.

**ARTICLE VI
Right to Continue Upon Death, Retirement
Resignation or Expulsion**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the majority vote of the then remaining members.

**ARTICLE VII
Management**

The management of this limited liability company is reserved to the members, all of whom shall be managing members, whose names and addresses are as follows:

Randy P. Hierbaum
35 Tropical Lane
Merritt Island, FL 32952

Mark S. Hierbaum and Marsha J. Hierbaum
Co-Trustees of the Hierbaum Family Trust
dated April 30, 1993
11741 Wetherby Lane
Los Angeles, CA 90077

**ARTICLE VIII
Amendment to Articles**

The member shall have the power to adopt, amend, alter, change or repeal the Articles of Organization when proposed and

approved at a members' meeting with not less than a majority vote of the members.

IN WITNESS WHEREOF, the undersigned have made and subscribe to these Articles of Organization in Melbourne, Brevard County, Florida, this 8th day of MARCH, 1996.

Randy P. Hierbaum
Randy P. Hierbaum

Mark S. Hierbaum Trustee
Mark S. Hierbaum, Trustee of the
Hierbaum Family Trust dated 4/30/93

Marsha J. Hierbaum Trustee
Marsha J. Hierbaum, Trustee of the
Hierbaum Family Trust dated 4/30/93

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8th day of MARCH, 1996, by RANDY P. HIERBAUM. He is personally known to me or has produced _____ as identification.

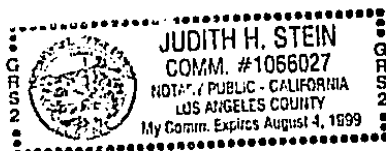


KAREN R. RANDALL
My Commission CC424322
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

Karen R. Randall
Notary Public
My Commission Expires:

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 8th day of MARCH, 1996, by MARK S. HIERBAUM and MARSHA J. HIERBAUM, Trustees of the Hierbaum Family Trust dated April 30, 1993. They are personally known to me or has produced _____ as identification.



JUDITH H. STEIN
COMM. #1066027
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires August 4, 1999

Judith H. Stein
Notary Public
My Commission Expires: 8.4.99

AFFIDAVIT

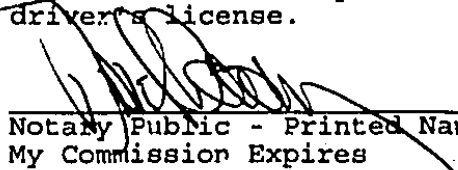
STATE OF FLORIDA)
) ss.:
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, this date personally appeared RANDY P. HIERBAUM who, being first duly sworn, on oath, deposes and states:

1. That I am a member of Hierbaum Partners, L.C.
2. Mark S. Hierbaum and Marsha J. Hierbaum, Co-Trustees of the Hierbaum Family Trust dated April 30, 1993 and Randy P. Hierbaum are all of the members of Hierbaum Partners, L.C. which shall at all times have at least two members.
3. Hierbaum Partners, L.C. shall be capitalized by cash contributions of each member in the amount of \$140,000 and by certain real property located in Park City, Summit County, Utah which has a fair market value of \$428,000.
4. This affidavit is given in compliance with Section 608.407(2), Florida Statutes.


RANDY P. HIERBAUM

The foregoing instrument was acknowledged before me this 16th day of March, 1996 by Randy P. Hierbaum who ~~is personally~~ known to me or who produced a Florida driver's license.



Notary Public - Printed Name:
My Commission Expires
Commission No.:



DALE A. DETTMER
MY COMMISSION # C0334470 EXPIRES
July 28, 1998
BONDED THROUGH FAIR INSURANCE, INC.