

**A02000000895**  
*Kiefner & Renaldo, P.A.*

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Admitted  
\* Florida & D.C.  
\*\* Florida & N.Y.

June 19, 2002

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: ABRAXAS LTD.**

APPROVED  
AND  
FILED  
02 JUN 28 PM 12: 37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

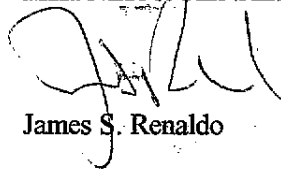
To whom it may concern:

Enclosed, please find our firm's check in the amount of \$96.25, representing the filing fee, registered agent designation fee, and certified copy fee for the Certificate of Limited Partnership of Abraxas Ltd.. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

KIEFNER & RENALDO, P.A.

  
James S. Renaldo

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-06/26/02--01025--004  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

JSR/ljd  
Enclosure

~~102-18766~~





FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 27, 2002

JAMES S. RENALDO  
KIEFNER & RENALDO, P.A.  
146 SECOND ST., NORTH, STE. 300  
ST PETERSBURG, FL 33701

SUBJECT: ABRAXAS LTD.  
Ref. Number: W02000018766

We have received your document for ABRAXAS LTD. and check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$1688.75. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum  
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report	

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KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

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\$7 per \$1000 of invested capital  
(\$52.50 minimum - \$437.50 maximum)  
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the  
partnership was revoked plus the delinquent  
annual report/uniform business report fees)

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  
(850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 102A00041140

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TALLAHASSEE, FLORIDA

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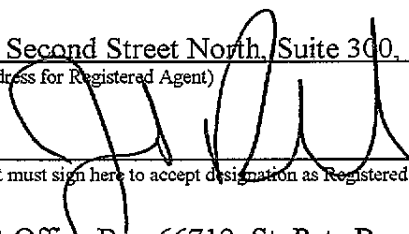
**CERTIFICATE OF LIMITED PARTNERSHIP**

1. Abraxas Ltd.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 286 107<sup>th</sup> Avenue, Treasure Island, Florida 33706  
(Business address of Limited Partnership)

3. James S. Renaldo  
(Name of Registered Agent for Service of Process)

4. 146 Second Street North, Suite 300, St. Petersburg, Florida 33701  
(Florida street address for Registered Agent)

5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. Post Office Box 66719, St. Pete Beach, Florida 33736  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2070

8. Name(s) of general partner(s): \_\_\_\_\_ Street address: \_\_\_\_\_  
Sterling Commodities Trading, Inc. 286 107<sup>th</sup> Ave., Treasure Island FL 33706

*Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 28<sup>th</sup> date of June, 2002

Signature(s) of all general partners:

**Sterling Commodities Trading, Inc.**

By:   
Alyn Towne, III

As: President of Sterling Commodities Trading, Inc.  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

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

The undersigned constituting all of the general partners of Abraxas Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ -0-

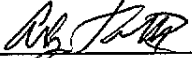
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 7,000.00

Signed this 28<sup>th</sup> day of June, 2002.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the following and know the contents thereof and that the facts stated herein are true and correct.*

**Sterling Commodities Trading, Inc.**

By:   
Alyn Towne, III

As: President of Sterling Commodities Trading, Inc.  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

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