

A 99000000032

AMERILAWYERS
(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN - 7 AM 9:52

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMSTERDAM FLOWER MARKET, LTD.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk-In Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

5

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
X	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-01/06/99--01040--022
***140.00 ***140.00

1/7/99

Examiner's Initials

3/11 1/7/99

99 JAN 15 AM 11:29
CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

AMERILAWYER

TALLAHASSEE, FL

SUBJECT: AMSTERDAM FLOWER MARKET, LTD.
Ref. Number: W9900000312

We have received your document for AMSTERDAM FLOWER MARKET, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$140.00 payment.

In Item 4, please list a STREET ADDRESS for the corporate general partner -- P & H GROUP, INC.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00000567

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 AM 9:52

RECORDED
99 JAN -7 AM 9:10
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
AMSTERDAM FLOWER MARKET, LTD.,
a Florida limited partnership**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
89 JAN -7 AM 9:52

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states:

ARTICLE 1-NAME

The name of the Partnership is AMSTERDAM FLOWER MARKET, LTD.

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 10326 Carroll Cove Place, Tampa, Florida 33612.

ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is the same.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is P & H Group, Inc.,
10326 Carroll Cove Place, Tampa, Florida 33612

564764

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Partnership is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.

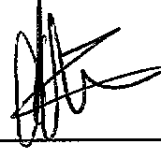


The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of AMSTERDAM FLOWER MARKET, LTD. this 21 December 1998.

GENERAL PARTNER:

P & H GROUP, INC.



Natalia Utrera, Esquire
Authorized Agent and Attorney at Law

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for AMSTERDAM FLOWER MARKET, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. AmeriLawyer®, having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer®



By:

Natalia Utrera, Vice President



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99 JUN -7 AM 9:52

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JAN -7 AM 9:58

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of P & H GROUP, INC. the general partner of AMSTERDAM FLOWER MARKET, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Fifteen Thousand and No/100 (\$15,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under 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.

Natalia Utrera, Esquire

Dated this 21 December 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of P & H GROUP, INC., sole General Partner of AMSTERDAM FLOWER MARKET, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 21 December 1998.

NOTARY PUBLIC, State of Florida at Large

(SEAL)

