

Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

APS (U.S.A.), LTD.

A99-931

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 1999

DANIEL HICKS, P.A.

SUBJECT: APS (U.S.A.), LTD.
REF: W99000013495

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

To file a limited partnership you must submit a certificate of limited partnership, designation of registered agent and affidavit of contributions by the limited partners. We do not file the Partnership Agreement. Please resubmit the correct application.,

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) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000013969
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
APS (U.S.A.), LTD.
a Florida Limited Partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is: **APS (U.S.A.), Ltd.**
2. The address of the office of the Partnership is: 2100 SE 17th Street, Suite 204, Ocala, FL 34471.
3. The name and address of the agent for service of process on the Partnership is: William W. Curtis, 2100 SE 17th Street, Suite 204, Ocala, FL 34471.
4. The names and business addresses of the general partners are as follows:
The Hillside Financial Group, L.L.C. ✓ 2100 SE 17th Street, Suite 204, Ocala, FL 34471
5. The mailing address of the Partnership is: 2100 SE 17th Street, Suite 204, Ocala, FL 34471.
6. The latest date upon which the Partnership shall dissolve is: December 31, 2028.

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 by all of the general partners of APS (U.S.A.), LTD. this 25 day of May, 1999.

General Partner:
The Hillside Financial Group, L.L.C.,
a Nevada Limited Liability Company
authorized to transact business in the
State of Florida

By: [Signature]
William W. Curtis as Managing Director

[Signature]
Witness

W. LARRY CROSS
Witness Print Name

[Signature]
Witness

DIANA BORGE
Witness Print Name

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for APS (U.S.A.), LTD., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statutes § 620.192.



William W. Curtis

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the general partner of APS (U.S.A.), Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the general partner and limited partners is \$1,000.00 as follows:

General Partner's Capital Contribution:

\$10.00 The Hillside Financial Group, L.L.C.

Limited Partners' Capital Contribution:

\$407.00 The Curtis Family Partnership, L.P., a Delaware Limited Partnership

\$333.00 The William Tice Family Partnership, L.P., a Delaware Limited Partnership

\$250.00 Steer & Company, Incorporated, a Florida Corporation

The total amount contributed and anticipated to be contributed by the general partner and the limited partners at this time totals \$1,000.00.

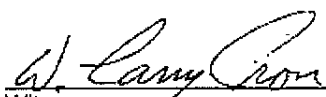
This ^{25th} day of May, 1999.

FURTHER AFFIANT SAYETH NOT.

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.

General Partner:
The Hillside Financial Group, L.L.C., a
Florida Limited Liability Company

By: 
William W. Curtis as Managing Director


Witness
Al Lacey Cross
Witness Print Name


Witness
Diana Barge
Witness Print Name

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 25 day of May, 1999 by William W. Curtis as Managing Director of The Hillside Financial Group, L.L.C., a Nevada Limited Liability Company authorized to transact business in the State of Florida, General Partner of APS (U.S.A.), Ltd., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained, and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of May, 1999.

Diane Barge
Notary Public, State of Florida

Diane Barge
(Please Print Name)



Diane Barge
MY COMMISSION # CC681480 EXPIRES
September 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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