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OFFICE USE ONLY (Drawn in #)

CARLTON FIELDS

(Requestor's Name)

Post Office Drawer 190

(Address)

Tallahassee FL 32302 224-1585

(City, State, Zip) (Phone #)

Joan Perronot

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****380.00 ****122.50

OFFICE USE ONLY

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

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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

FILED
96 DEC 17 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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96 DEC 17 PM 2:52
DIVISION OF CORPORATION

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

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

TAX _____
 FILING _____
 R. AGENT FEE _____

 RECEIVED

Handwritten initials/signature

Examiner's Initials

CARLTON FIELDS

ATTORNEYS AT LAW

HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:
P.O. BOX 12426, PENSACOLA, FL 32502-2426
TEL (904) 434-0142 FAX (904) 434-5366

December 16, 1996

VIA OVERNIGHT DELIVERY

Nancy Hurd, Administrator
Carlton Fields
215 South Monroe Street, 5th Floor
Tallahassee, FL 32301-1866

Re: Columbus Warehouse Management, Inc.
Columbus Warehouse Property, Ltd.

Dear Nancy:

Enclosed is an original and one copy of the following documents:

- a. Articles of Incorporation of Columbus Warehouse Management, Inc.;
- b. Certificate of Limited Partnership of Columbus Warehouse Property, Ltd.;
- c. Affidavit of capital contribution of Columbus Warehouse Property, Ltd.; and
- d. Acceptance of Registered Agent of Columbus Warehouse Property, Ltd.

Please file the originals with the Florida Secretary of State and return certified copies of each document to us.

Also enclosed is a check in the amount of \$1,960.00 to cover the cost of filing the Certificate of Limited Partnership and a to cover the cost of filing the Articles of Incorporation for the managing general partner.

PLEASE FILE THESE DOCUMENTS WITH THE SECRETARY OF STATE ON
DECEMBER 17, 1996.

PM6576.1

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

**ARTICLES OF INCORPORATION
OF
COLUMBUS WAREHOUSE MANAGEMENT, INC.**

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is "Columbus Warehouse Management, Inc."

**ARTICLE II
Mailing Address**

The mailing address is 3335 Chantarene Drive, Pensacola, Florida 32507.

**ARTICLE III
Stock**

The corporation shall have authority to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 3335 Chantarene Drive, Pensacola, Florida 32507, and the name of its initial registered agent at that address is Lewis Bear Pollak, Sr.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lewis Bear Pollak, Sr.	3335 Chantarene Drive Pensacola, Florida 32507

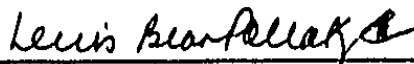
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TALLAHASSEE, FLORIDA

**ARTICLE VI
Initial Directors**

The corporation initially shall have one director, whose name and address is:

<u>Name</u>	<u>Address</u>
Lewis Bear Pollak, Sr.	3335 Chantarene Drive Pensacola, Florida 32507

Dated this 16th day of December 1996.

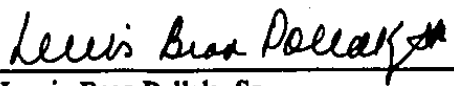


Lewis Bear Pollak, Sr.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 16th day of December 1996.



Lewis Bear Pollak, Sr.
Registered Agent

**WRITTEN CONSENT OF THE SOLE DIRECTOR OF
COLUMBUS WAREHOUSE MANAGEMENT, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to Section 607.0821 of the Florida Statutes, the undersigned being the sole director of Columbus Warehouse Management, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions by written consent in lieu of holding a special meeting:

The Corporation shall act as the general partner of Columbus Warehouse Property, Ltd., a Florida limited partnership, in accordance with the Agreement of Limited Partnership of Columbus Warehouse Property, Ltd. The officers are authorized to take such action as they deem convenient, necessary, or incidental to accomplish the foregoing.

Dated this 16th day of December, 1996.

DIRECTOR'S SIGNATURE

DATE OF SIGNATURE

Lewis Bear Pollak Sr.
Lewis Bear Pollak, Sr.

12.16.96

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TALLAHASSEE, FLORIDA