

A0000000469

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600

MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

March 6, 2000

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

8000003163469--5
-03/09/00--01044--004
***1837.50 ***1837.50

Re: **BROCKWAY FAMILY LIMITED PARTNERSHIP**

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Certificate of Limited Partnership for the above-captioned entity along with a check in the amount of \$1,837.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

FILED
00 MAR -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

mtw
3/14

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BROCKWAY FAMILY LIMITED PARTNERSHIP**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:

Brockway Family Limited Partnership (the "Partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Brockway Family Partners, Inc., a Florida corporation
c/o Bill Ussery Motors, Inc.
300 Almeria Avenue
Coral Gables, Florida 33134

4. ADDRESS.

The principal business and mailing address for the Partnership is as follows:

300 Almeria Avenue
Coral Gables, Florida 33134

FILED
00 MAR -9 AM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

999-116638

5. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2025.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this 18th day of February, 2000.

BROCKWAY FAMILY PARTNERS, INC.
General Partner

By: John C. Brockway
John C. Brockway,
President

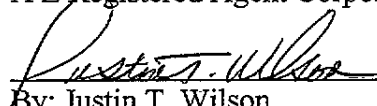
FILED
00 MAR -9 AM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for Brockway Family Limited Partnership, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 27 day of February, 2000.

A Z Registered Agent Corporation


By: Justin T. Wilson,
Secretary and Treasurer

FILED
00 MAR -9 AM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Brockway Family Limited Partnership, being duly sworn,
deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon
fair market value of \$ 3,827,873, with no further capital contributions anticipated.

Brockway Family Limited Partnership,
General Partner

By: John C. Brockway,
President

261223/11140.004

FILED
00 MAR -9 AM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA