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Florida Department of State
Division of Corporations
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To: Division of Corporations
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AL

FLORIDA LIMITED PARTNERSHIP

ac enterprises, ltd.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,837.50

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AC ENTERPRISES, LTD.**

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

1. NAME.

The name of the Limited Partnership is:

AC ENTERPRISES, LTD.

2. REGISTERED AGENT.

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

M & W Agents, Inc.
Boca Corporate Center
2101 Corporate Blvd.
Suite 107
Boca Raton, Florida 33431

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3. GENERAL PARTNER.

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

ABCO HOLDINGS, INC., a Florida corporation
2267 N.E. 164th Street
North Miami Beach, Florida 33160

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

2267 N.E. 164th Street
North Miami Beach, Florida 33160

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2051.

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IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited

Partnership to be executed at SECA RATON, this 3rd day of April, 2001.

ABCO HOLDINGS, INC.

BY:

[Signature]
ABRAHAM COHEN, PRESIDENT

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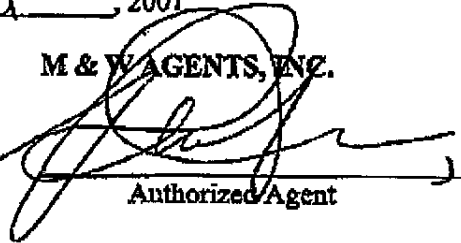
ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for AC ENTERPRISES, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 3rd day of April, 2001

M & W AGENTS, INC.

By

 J. V. P.
Authorized Agent

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AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS

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TALLAHASSEE FLORIDA

The undersigned General Partner of AC ENTERPRISES, LTD., a Florida Limited Partnership, being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$100.00 and the total anticipated future capital contributions of the limited partners to the Limited Partnership is \$2,000,000.00.

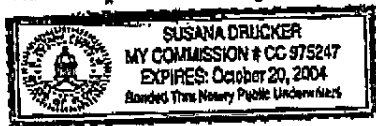
ABCO HOLDINGS, INC., a Florida corporation, General Partner

By: 
ABRAHAM COHEN, PRESIDENT

The foregoing instrument was acknowledged before me this 30th day of April, 2001, by ABRAHAM COHEN.


Signature - Notary Public - State of _____

[Seal with Commission Expiration Date]



SUSANA DRUCKER
Print, type or stamp name of Notary Public

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