

WILLIAMS COULSON
ATTORNEYS AT LAW

15TH FLOOR • TWO CHATHAM CENTER • PITTSBURGH, PA 15219
(412) 454-0200 • FAX: (412) 281-6622

Richard R. DiFrischia
(412) 454-0245

August 26, 2002

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Limited Partnership of ACR Holdings Holding Company, Ltd.

Dear Sir/Madam:

Please find enclosed the following:

1. Certificate of Organization of ACR Holdings Holding Company, Ltd. along with the Affidavit of Capital Contributions
2. Check for filing fee of \$ 87.50 made payable to the Florida Department of State (\$52.50 filing fee and \$35.00 registered agent designation)

Please send any receipts or correspondence to:

Williams Coulson
Attention: Richard R. DiFrischia, Esq.
15th Floor, Two Chatham Center
Pittsburgh, PA 15219

If you should have any questions or comments, please contact me immediately at (412) 454-0245.

Respectfully yours,


Richard R. DiFrischia

RRD/slm
Enclosures

{WC120718.1 }

WILLIAMS COULSON JOHNSON LLOYD PARKER & TEDESCO, LLC

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*****87.50 *****87.50

FILED
SEP 18 PM 1:44
TALLAHASSEE FLORIDA

ok per Brenda Tadlock



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 3, 2002

WILLIAMS COULSON
ATTN: RICHARD R. DIFRISCHIA, ESQ.
15TH FLOOR, TWO CHATHAM CENTER
PITTSBURGH, PA 15219

SUBJECT: ACR HOLDINGS HOLDING COMPANY, LTD.
Ref. Number: W02000025514

We have received your document for ACR HOLDINGS HOLDING COMPANY, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 702A00050874

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is ACR Holdings Holding Company, Ltd.

II. Records of the Partnership

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

c/o Anthony Aviation
1401 Northeast Tenth Street
Pompano Beach, FL 33060-6517

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Ray G. Anthony
1351 Seminole Drive
Ft. Lauderdale, FL 33304

IV. General Partner

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

AIM Holdings, Ltd.
c/o Anthony Aviation
1401 Northeast Tenth Street
Pompano Beach, FL 33060-6517

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CLERK OF STATE
TALLAHASSEE FLORIDA

V. Mailing Address

The mailing address of the partnership is as follows:

ACR Holdings Holding Company, Ltd.
c/o Anthony Aviation
1401 Northeast Tenth Street
Pompano Beach, FL 33060-6517

VI. Dissolution

The term of the partnership shall be perpetual unless otherwise dissolved by operation of law.

VII. Effective Date of this Certificate

The effective time and date of the formation of the ACR Holdings Holding Company, Ltd. shall commence on the date this Certificate of Limited Partnership is filed with the Florida Department of State.

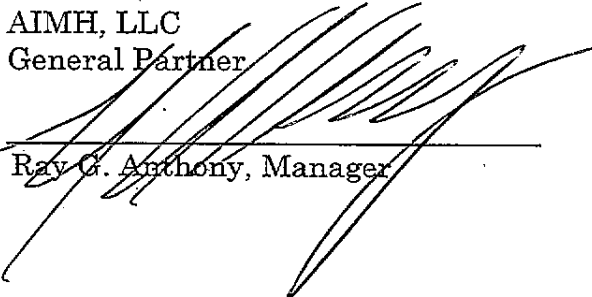
WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on July 8, 2002.

AIM Holdings, Ltd.

By: AIMH, LLC

Its: General Partner

By:


Ray G. Anthony, Manager

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT ACR Holdings Holding Company, Ltd.
(Name of Limited Partnership)

WITH ITS PLACE OF BUSINESS AT c/o Anthony Aviation, 1401 Northeast Tenth Street, Pompano Beach, FL 33060-6517
(Business Address, City & State)

HAS NAMED Ray G. Anthony
(Name of Registered Agent)

LOCATED AT 1351 Seminole Drive, Ft. Lauderdale, FL 33304
(Street Address and Number of Building,
Post Office Box Addresses ARE NOT Acceptable)

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 620.192 Florida Statutes.

SIGNATURE


Ray G. Anthony

DATE: July 8, 2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared, Ray G. Anthony as the Manager of AIMH, LLC, a Florida limited liability company, which is the sole general partner of AIM Holdings, Ltd., a Florida limited partnership, which is the sole general partner of ACR Holdings Holding Company, Ltd., a Florida limited partnership (the "Partnership"), who, upon being sworn, certifies as follows:

1. The amount of the initial capital contribution of the limited partners of the Partnership is \$ 1.10.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$ 1.10.

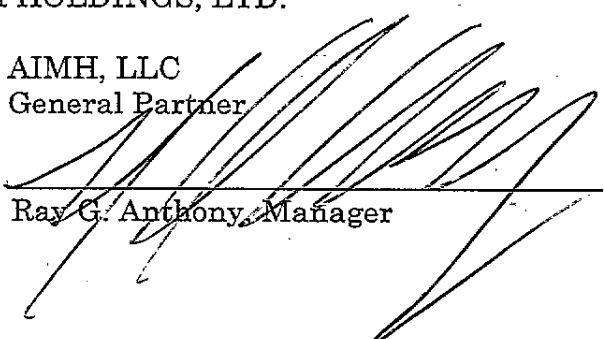
This 8th day of July, 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

AIM HOLDINGS, LTD.

By: AIMH, LLC
Its: General Partner

By: 
Ray G. Anthony, Manager