

A03000001207

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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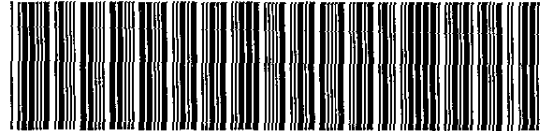
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 215582 113642A

AUTHORIZATION :

COST LIMIT : \$ PPD

03 AUG 22 PM 4:33  
FILED  
TALLAHASSEE, FLORIDA

ORDER DATE : August 22, 2003

ORDER TIME : 2:0 PM

ORDER NO. : 215582-005

CUSTOMER NO: 113642A

CUSTOMER: Ms. Jane Brock  
Bruce R. Abernethy, Jr., P.a.

Suite 6, 900 Virginia Avenue  
Professional Centre  
Ft. Pierce, FL 34982

DOMESTIC FILING

NAME: AMG ENTERPRISES, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

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

**A Florida Limited Partnership**

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed, and a Limited Partnership was formed, on August 4, 2003, in the County of Indian River, State of Florida, pursuant to the provisions of the Florida Limited Partnership Act, as follows:

1. Name: The name of this Limited Partnership is AMG Enterprises, Ltd.
2. Principal Place of Business, Records Location and Registered Office: The location of the principal place of business and records location of the Limited Partnership is 139 Anchor Dr. Vero Beach, Florida 32960. The location of the registered office of the Limited Partnership is 139 Anchor Dr. Vero Beach, Florida 32960.
3. Appointment and Consent to Serve as Registered Agent: The registered agent for service for this Limited Partnership is Ann MacLean Golden whose address is 139 Anchor Dr. Vero Beach, Florida 32960.

I, Ann MacLean Golden, a natural person and resident of Florida, accept the appointment as agent of AMG Enterprises, Ltd. upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.

  
Ann MacLean Golden, Registered Agent

4. The Partners. The General Partner of this Limited Partnership is:

Residence and Mailing Address:

AMG Management, LLC, a Florida Limited Liability Company  
139 Anchor Dr.  
Vero Beach, Florida ~~32960~~ 32963

L03000030229

The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.

5. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue until December 31, 2033, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

DATED: Aug. 4, '03

GENERAL PARTNER:  
AMG Management, LLC

BY: Ann MacLean Golden

Ann MacLean Golden, Manager

STATE OF Connecticut

COUNTY OF Fairfield

)  
) ss.  
)

The foregoing instrument was acknowledged before me this 4 day of August, 2003, by Ann MacLean Golden, as Manager of AMG Management, LLC, General Partner who is personally known to me or who has produced FL license G435053387210 as identification.

[Seal]

Domenica K. Miller  
Notary Public

My commission expires:

DOMENICA K. MILLER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES 12/31/07

## Affidavit of Capital Contributions of Limited Partners

BEFORE ME, the undersigned, personally appeared Ann MacLean Golden, Manager of AMG Management, LLC, General Partner of AMG Enterprises, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is: ZERO.
2. At this time, it is anticipated that additional capital contributions in the amount of \$7,000,000 will be made by the Limited Partners.

Under penalties of perjury, we declare that we have read the foregoing, and the facts alleged are true, to the best our knowledge and belief.

GENERAL PARTNER:

AMG Management, LLC

Ann MacLean Golden  
By: Ann MacLean Golden, Manager

STATE OF Connecticut )  
COUNTY OF Fairfield ) ss.

The foregoing instrument was acknowledged before me this 4 day of August, 2003, by Ann MacLean Golden, as Manager of AMG Management, LLC, General Partner who is personally known to me or who has produced FL. license # G435053383 as identification. 721-0

[Seal]

[Signature]  
Notary Public

My commission expires:

DOMENICA K. MILLER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES 12/31/07