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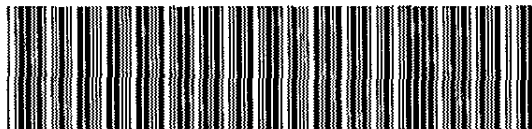
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

04 MAR -2 PM 12:58
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 467422 9643A

AUTHORIZATION :

Patricia Pajub

COST LIMIT : \$ 157.50

ORDER DATE : March 1, 2004

ORDER TIME : 9:50 AM

ORDER NO. : 467422-005

CUSTOMER NO: 9643A

CUSTOMER: Linda L. Snelling Esq
Sachs, Sax & Klein, P.a.

Suite 4150
301 Yamato Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SAM COSTA FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**SAM COSTA FAMILY PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

04 MAR -2 PM 12:53
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is **SAM COSTA FAMILY PARTNERSHIP, LTD.** (the "Partnership").

2. The address of the office of the Partnership is c/o King's Distributing Company, 1900 N. Military Trail, Boca Raton, FL 33431.

3. The name and address of the agent for service of process of the Partnership is:

SAM COSTA
c/o King's Distributing Company
1900 N. Military Trail
Boca Raton, FL 33431

I am familiar with and hereby accept this appointment and the obligations associated with this designation as registered agent for service of process within the State of Florida of the proposed Limited Partnership named in this Certificate of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed entity at the address set forth above.

4. The name and address of the General and Limited Partners are as follows:

General Partner:

SAM COSTA, Trustee of the
SAM COSTA Revocable Trust Agreement dated 2/24/04
c/o King's Distributing Company
1900 N. Military Trail
Boca Raton, FL 33431

Limited Partners:

SAM COSTA, Trustee of the
SAM COSTA Revocable Trust Agreement dated 2/24/04
c/o King's Distributing Company
1900 N. Military Trail
Boca Raton, FL 33431

SAM COSTA, JR., and CARL COSTA, Co-Trustees of
the **SAM COSTA** Irrevocable Trust for the Benefit of

SAM COSTA, JR. and His descendants

c/o Sally Costa
2921 N.W. 27th Avenue
Boca Raton, FL 33434

**CARL COSTA and SAM COSTA, JR., Co-Trustees of
the SAM COSTA Irrevocable Trust for the Benefit of
CARL COSTA and**

His descendants

c/o Sally Costa
2921 N.W. 27th Avenue
Boca Raton, FL 33434

5. The mailing address of the Partnership is **SAM COSTA FAMILY PARTNERSHIP, LTD.**, c/o King's Distributing Company, 1900 N. Military Trail, Boca Raton, FL 33431.

6. The latest date upon which the Partnership will dissolve is 2/28/2054.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the **SAM COSTA FAMILY PARTNERSHIP, LTD.** this 26th day of FEBRUARY, 2004.

GENERAL PARTNER:



SAM COSTA, Trustee
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared **SAM COSTA, Trustee**, the General Partner of the **SAM COSTA FAMILY PARTNERSHIP, LTD.**, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated this 26th day of FEBRUARY, 2004.

GENERAL PARTNER



SAM COSTA, Trustee

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of February 2004, by **SAM COSTA**, Trustee, the General Partner of **SAM COSTA FAMILY PARTNERSHIP, LTD.**, who is personally known to me or who did identify himself by FLORIDA DRIVER'S LICENSE

Notary Seal

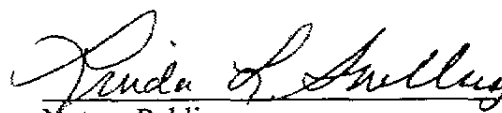

Notary Public
Linda L. Snelling
Name Printed



EXHIBIT "A"

Schedule of Partners' Capital Contribution

<u>Partner</u>	<u>Percentage in cash or Property</u>	<u>Initial Capital Contributed or to be Contributed</u>
General Partner:		
SAM COSTA, Trustee of the SAM COSTA Revocable Trust dated February 24, 2004	1.0 %	\$ 100
Limited Partners:		
SAM COSTA, Trustee of the SAM COSTA Revocable Trust dated February 24, 2004	97.0 %	\$ 9,700
SAM COSTA, JR. and CARL COSTA Co-Trustees of the SAM COSTA Irrevocable Trust for the Benefit of SAM COSTA, JR. and his Descendants	1.0 %	\$ 100
CARL COSTA and SAM COSTA, JR. Co-Trustees of the SAM COSTA Irrevocable Trust for the Benefit of CARL COSTA and his Descendants	1.0 %	\$ 100
		<u>\$ 10,000</u>