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2004 AUG 18 AM 10:17  
TALLAHASSEE, FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 8/18/04  
REF. # 0622.29

CORP. NAME: SMOKEY ENTERPRISES LIMITED

**FILE FIRST!**

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- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT          | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK         | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                         | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 509174 FOR \$ 96.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY                   | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

RECEIVED  
04 AUG 18 AM 11:07  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP AND CONVERSION OF  
SMOKEY ENTERPRISES LIMITED**

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of converting an existing general partnership into a limited partnership under the laws of the State of Florida:

**1. Name of Partnership.** The name of the Partnership shall be **SMOKEY ENTERPRISES LIMITED** (the "Partnership").

**2. Statement of Conversion/Former Name.** The Partnership is being converted into a limited partnership from a general partnership pursuant to the provisions of Section 620.8902, *Florida Statutes*. The former name of the Partnership was Smokey Enterprises. The conversion of the Partnership into a limited partnership was approved by a unanimous vote of all of the Partners of the Partnership.

**3. Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to *Florida Statutes* Section 620.106 shall be located at One Independent Drive, Suite 1300, Jacksonville, FL 32202, and the name of the Partnership's agent for service of process at said address is **F & L Corp.**

**4. Name and Address of the General Partners.** The name and address of the General Partners are as follows:

**Name**

**Address**

Emiliano L. Cabale

10809 Roundview Lane  
Tampa, FL 33624

Matilde Y. Cabale

10809 Roundview Lane  
Tampa, FL 33624

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TALLAHASSEE, FLORIDA  
CLERK OF THE COURT

**5. Mailing Address for the Limited Partnership.** The mailing address for the Partnership shall be P. O. Box 340267, Tampa, FL 33694-0267.

**6. Term.** The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for **SMOKEY ENTERPRISES LIMITED**.

DATED this 17<sup>th</sup> day of July, 2004.

**GENERAL PARTNERS:**

Emiliano L. Cabale  
EMILIANO L. CABALE

Matilde Y. Cabale  
MATILDE Y. CABALE

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the Partnership, at the place designated herein, 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.

F & L Corp.

By: Randolph J. Wolfe  
Randolph J. Wolfe, Vice President

Dated: August 17, 2004

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF  
SMOKEY ENTERPRISES LIMITED PARTNERSHIP**

The undersigned, being the sole General Partner of **SMOKEY ENTERPRISES LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), who, upon being sworn, certifies as follows:

1. The limited partner has contributed \$ 1,000.00 of capital to the Partnership.
2. It is not anticipated that the limited partner will make additional contributions in the future.

**DATED** this 17<sup>th</sup> day of August, 2004.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, the undersigned declares that she has read the foregoing and that the facts alleged are true, to the best of her knowledge and belief.

**GENERAL PARTNERS:**

Emiliano L. Cabale  
EMILIANO L. CABALE

Matilde Y. Cabale  
MATILDE Y. CABALE

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TALLAHASSEE, FLORIDA  
SOUTHERN ASSURANCE CORPORATION'S

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of August 2004, by EMILIANO L. CABALE, who is personally known to me or who produced FL DRIVER'S License as identification, and MATILDE Y. CABALE, who is personally known to me or who produced FL DRIVER'S License as identification; the General Partners of the Partnership.

Deborah A. Lodge  
Notary Public

Print Name: \_\_\_\_\_

Commission No: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Deborah A. Lodge  
MY COMMISSION # DD083653 EXPIRES  
March 1, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.