

A96000000779

MARIA PRATS HAMILTON
100 ALABAMA AVENUE, SUITE 214
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 665-5610
TELEFAX (305) 665-5600

April 16, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: UNITED COFFEE, A LIMITED PARTNERSHIP
Our File No: 96-3083

FILED
96 APR 18 PM 1:52
TALLAHASSEE, FLORIDA

Gentlemen/Ladies:

Enclosed is an original and two copies of the Limited Partnership Certificate, Affidavit of Capital Contributions for the referenced Florida Limited Partnership, and designation of registered agent.

Also, enclosed is our check for \$105.00 payable to the Department of State representing \$35.00 for designation of registered agent and \$70.00 based on the capital contribution of \$10,000.00.

Kindly return one copy of each document reflecting proof of filing in the enclosed self addressed stamped envelope. Thank you for your attention to this matter.

Sincerely,

CM

MARIA PRATS HAMILTON, ESQUIRE

(MPH/jh)

enclosures

500001786055
-04/18/96--01107--007
****105.00 ****105.00

LIMITED PARTNERSHIP CERTIFICATE

We, the undersigned being desirous of forming a Limited Partnership, pursuant to Florida Statutes, Chapter 620, and being severally duly sworn, certify as follows:

1. The name of the firm under which the Partnership is to be constructed is: **UNITED COFFEE, A FLORIDA LIMITED PARTNERSHIP**

2. The character of the business intended to be transacted by the Partnership is as follows: import, export, warehousing, distribution and the like of all kinds of commodities, mainly coffee and related products.

3. The mailing address as well as the location of the principal place of business is to be:

832 Coral Way
Coral Gables, Florida 33134

4. The name and place of residence of the General Partner interested in the Partnership is as follows:

JOSE LUIS FERNANDEZ 832 Coral Way
Coral Gables, Florida 33134

5. The name and place of residence of the Limited Partner interested in the Partnership is:

LUIS FERNANDEZ 832 Coral Way
Coral Gables, Florida 33134

6. The time at which the Partnership is to begin business is April 1, 1996, and shall have perpetual existence.

7. The amount of cash and description of and the agreed value of the other property contributed by each General Partner is as follows:

JOSE LUIS FERNANDEZ Management services as managing partner

8. The amount of cash and description of the agreed value of the other property contributed by the General Partner is as follows:

Contribution by Jose Luis Fernandez in cash is:
TEN THOUSAND DOLLARS (\$10,000.00)

9. The share of profits, losses, or other compensation by way of income that the General Partner shall receive by reason of its contribution is as follows:

JOSE LUIS FERNANDEZ 50%

10. The amount of cash and description of the agreed value of the other property contributed by the Limited Partner is as follows:

Contribution by LUIS FERNANDEZ of management services as co-managing partner.

11. The share of profits, losses or other compensation by way of income that the Limited Partner shall receive by reason of his contribution shall receive by reason of his contribution is as follows:

LUIS FERNANDEZ shall receive fifty percent (50%) of the profits of the Partnership per annum.

12. The right of a Limited Partnership to substitute an assignee as contributor in his place and the terms and conditions of substitution are as follows:

Any substitution of an assignee as contributor in his place and the terms and conditions must be approved by majority vote.

13. The right of the Partners to admit additional Limited Partners is as follows:

Admission of additional Limited Partners must be approved by a majority vote.

14. The right of any Limited Partner to priority over other Limited Partners, as to contributions or as to compensation by way of income, and the nature of the priority are as follows:

None

15. The right of any remaining General Partner to continue the business on the death, retirement or insanity of a General Partner is as follows:

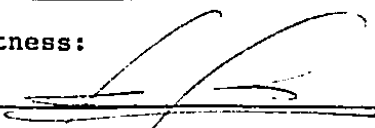
The right of the remaining General Partner or Partners to continue the business on the death, retirement or insanity of a General Partner is that of Right of Heir.

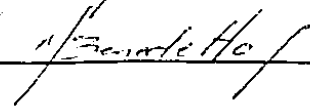
16. The right of a Limited Partner to demand and receive property other than cash in return for his contribution is as follows:


The right of a Limited Partner to demand and receive property other than cash in return for his contribution is that of prorata except otherwise determined by a majority vote.


IN WITNESS WHEREOF, the parties have set their hands on
April 16, 1996

Witness:







JOSE LUIS FERNANDEZ


LUIS FERNANDEZ

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jose Luis Fernandez, a general partner of UNITED COPPER, a (an) Florida, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00.

This 16th day of April, 19 96

FURTHER AFFIANT SAYETH NOT.

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

General Partner

JOSE LUIS FERNANDEZ

FILED
95 APR 19 PM 1:52
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE
DATE April 16, 1996

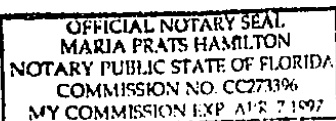
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JOSE LUIS FERNANDEZ (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of April, 19 96.

MARIA PRATS HAMILTON
Notary Public

MARIA PRATS HAMILTON, ESQ.

Seal



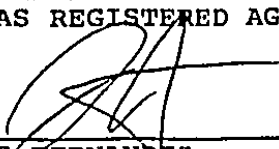
State of FLORIDA at Large
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of the applicable sections of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Florida Limited Partnership is:
UNITED COFFEE, A FLORIDA LIMITED PARTNERSHIP
2. The name and address of the registered agent and office are:
Jose Luis Fernandez
832 Coral Way
Coral Gables, Florida 33134

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JOSE LUIS FERNANDEZ

Dated: April 16, 1996

A96000000779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 17 PM 12:29

United Coffee Limited Partnership

(Requestor's Name)

832 Coral Way

(Address)

Coral Gables FL 33134

(City, State, Zip)

(Phone #)

José Fernandez (305)
444-1440

OFFICE USE ONLY

100002082931--2
-02/11/97--01012--002
****628.75 ****140.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

100002082931--2

-02/11/97--01012--003

****140.00 ****140.00

1. United Coffee, A Florida Limited Partnership

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

280.00 - FF

Examiner's Initials Kwm



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 17 PM 12:29

November 6, 1996

UNITED COFFEE, A FLORIDA LIMITED PARTNERSHIP
832 CORAL WAY
CORAL GABLES, FL 33134

SUBJECT: UNITED COFFEE, A FLORIDA LIMITED PARTNERSHIP
Ref. Number: A9600000779

We have received your document for UNITED COFFEE, A FLORIDA LIMITED PARTNERSHIP and your check(s) totaling \$488.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have indicated in block 5b or 8b on the document that the contributions of the limited partners have gone beyond what we currently have on file. A supplemental affidavit must be filed pursuant to chapter 620, Florida Statutes. The filing fee is based on the additional amount of contributions calculated at a rate of \$7 per \$1000 with a minimum filing fee of \$52.50 and a maximum filing fee of \$1750.

The fee to file the supplemental affidavit is \$280.00 and the fee to file the annual report is \$488.75. The total fee due for both filings is \$768.75. Please return the supplemental affidavit and the annual report together with the appropriate fee.

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 (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 896A00051008



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 17 PM 12:29

FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of United Coffee, LTD
_____, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 40,000.00.

This 19 day of November, 19 96.

FURTHER AFFIANT SAYETH NOT.

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

[Signature] General Partner(s)

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

INHSE20(3/95)

Per General Partners Capital Contribution \$10,000.00
Limited " " " " \$40,000.00
Division of Corporations • P.O. Box 6327 • Tallahassee, Florida 32314 \$50,000.00