

FAX AUDIT NO. H96000007689

A96000001039

717 5/31/86

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

DEPARTMENT OF STATE

100 NE THIRD AVE

STATE OF FLORIDA

PO BOX 14088 SUITE 1100

408 EAST GAINES STREET

FT LAUDERDALE FL 33301-

TALLAHASSEE, FL 32399

CONTACT: DEBRA H CHRYSTIE

FAX: (904) 922-4000

PHONE: (305) 462-3300

FAX: (305) 763-2439

(((H96000007689)))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: AOS/JMFE LIMITED PARTNERSHIP

FAX AUDIT NUMBER: H96000007689

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/31/1996

TIME REQUESTED: 15:34:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ACCOUNT NUMBER: 076067004147

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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Updater Verifier	RL
Acknowledgement	RL
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RECEIVED
56 JUN -3 AM 11:11
JUL 10 1996

FAX AUDIT H96000007689

ABS/JMFE LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.403, Florida Statutes, the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

1. The name of the Limited Partnership is ABS/JMFE LIMITED PARTNERSHIP.

2. The office of the Limited Partnership is at 100 N.W. 12th Avenue, Deerfield Beach, FL 33442 and the name and address of the agent for service of process is Jeffrey Hayman, 100 N.W. 12th Avenue, Deerfield Beach, FL 33442.

3. The name and business address of the General Partner is:

Affiliated Business Solutions, Inc. 686666/
100 N.W. 12th Avenue
Deerfield Beach, FL 33442

4. The mailing address of the Limited Partnership is 100 N.W. 12th Avenue, Deerfield Beach, FL 33442.

5. The latest date upon which the Limited Partnership is to dissolve is 30 years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the parties have executed this Certificate as of May 31, 1996.

AFFILIATED BUSINESS SOLUTIONS, INC.
GENERAL PARTNER

By: 
A. Tucker Allen, Treasurer

PREPARED BY:
TIMOTHY C. LEIXNER, ESQ.
ENGLISH, McCAUGHAN & O'BRYAN, P.A.
100 N.E. 3RD AVENUE, SUITE 1100
FT. LAUDERDALE, FL 33301
FLA. BAR #247594

FAX AUDIT NO. H96000007689

FAX AUDIT NO. H96000007689

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared A. TUCKER ALLEN, Treasurer of AFFILIATED BUSINESS SOLUTIONS, INC., constituting all the General Partners of ABS/JMFE LIMITED PARTNERSHIP, a Florida limited Partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions of the Limited Partners is \$1,000.00.

2. The anticipated amount of capital to be contributed is \$1,000.00.

This 31 day of May, 1996.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

AFFILIATED BUSINESS SOLUTIONS, INC.


By: 

A. Tucker Allen, Treasurer

STATE OF FLORIDA
COUNTY OF BROWARD
DATE: May 31, 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 A. TUCKER ALLEN, Treasurer of AFFILIATED BUSINESS SOLUTIONS, INC., General Partner, known to me and known 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 Treasurer of the General Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 31 day of May, 1996.


NOTARY PUBLIC

My Commission Expires:



PATRICE A. HUNTER
MY COMMISSION # 00448634 EXPI
JUNE 1, 1999
BONDED THRU TRICITY RISK INSURANCE

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FAX AUDIT NO. H96000007689

FAX AUDIT NO. H96000007689

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ABS/JMFE LIMITED PARTNERSHIP, as made in the foregoing Certificate of Limited Partnership.

Date:

5/3/96

By:

JEFFREY HAYMAN

FILED

May 24 11:50



100 N.W. 12th Avenue • P.O. Box 1160
Deerfield Beach, Florida 33443
(305) 429-2000

VIA FEDEX

June 3, 1996

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399
Attn: Partnership Filings


Re: ABS/JMFE Limited Partnership

Dear Sir or Madam:

In connection with the above-captioned entity, enclosed please find an original and one copy of the Supplemental Affidavit of Capital Contributions along with our check in the amount of \$1750.00 representing the filing fees. Please file the original, "file" stamp the copy and return the copy to me in the enclosed self-addressed, stamped envelope provided for your convenience.

Thank you for your assistance and cooperation. If you have any questions or require anything further, please call me at 954-429-2263.

Sincerely,


Janet Mack
Paralegal

Enclosures

cc: Timothy C. Leixner, Esq.

A96-1039

Name	<i>ALB-6</i>
Availability	<i>ALB-6</i>
Document Examiner	<i>ALB-6</i>
Updater	<i>ALB-6</i>
Updater Verifier	<i>ALB-6</i>
Acknowledgement	<i>ALB-6</i>
W. P. Verifier	<i>ALB-6</i>



**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED
66 JUN -4 PM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned affiant, A. TUCKER ALLEN, being duly sworn, does hereby certify that he is the Treasurer of AFFILIATED BUSINESS SOLUTIONS, INC., constituting the sole General Partner of ABS/JMFE LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), and does further certify as follows:

1. The Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on May 31, 1996, and the Affidavit of Capital Contributions that accompanied the Certificate of Limited Partnership stated that the amount of the capital contributions of the Limited Partners was \$1,000.00 and the amount of capital contributions anticipated to be contributed by the Limited Partners was \$1,000.00.

2. The amount of the actual capital contributions of the Limited Partners is \$5,647,043.75.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare this 3rd day of June, 1996, that I have read the foregoing and that the facts alleged to be true are true, to the best of my knowledge and belief.

GENERAL PARTNER

AFFILIATED BUSINESS SOLUTIONS, INC.

By: 

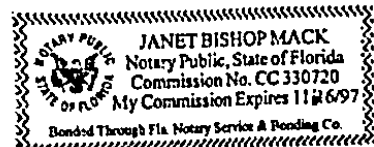
A. Tucker Allen, Treasurer

State of Florida)
County of Broward) ss:

The foregoing Supplemental Affidavit of Capital Contributions was acknowledged before me this 3rd day of June, 1996, by A. Tucker Allen, the Treasurer of Affiliated Business Solutions, Inc., who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



Document Number Only

A96000001039

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
JUN 21 PM 2:59
TALLAHASSEE, FLORIDA

ABS/TWFE Limited Partnership
changing its name to:

400001079194
05/23/95 01041-006
****105.00 ****105.00

Mahem Remarketing Limited Partnership

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment (LP)

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fict Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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G. TAX
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R. AGENT FEE
C. COPY
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N. BANK
BALANCE DUE
REFUND

CR2E031 (1-89)

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ABS/JMFE LIMITED PARTNERSHIP

65 JUN 21 PM 3:59
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Section 620.109 Florida Statutes, ABS/JMFE Limited Partnership hereby submits this certificate of amendment to its limited partnership certificate:

1. The filing date for the certificate of limited partnership was May 31, 1996.
2. Section 1 of the Certificate of Limited Partnership is amended to read in full as follows: "The name of the Limited Partnership is Manheim Remarketing Limited Partnership."

AFFILIATED BUSINESS SOLUTIONS, INC.,
as General Partner

By: John J. Whelan
John J. Whelan
Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

On this 20th day of June, 1996, John J. Whelan, personally known to me, acknowledged executing the foregoing instrument, as Secretary of Affiliated Business Solutions, Inc., as General Partner of ABS/JMFE Limited Partnership.

James Bishop Mack
Notary Public

Document Number Only

A96000001039

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

95 JUL 25 PM 3:07

SECRETARY OF REVENUE
DIVISION OF CORPORATIONS

Monheim Remarketing Limited Partnership

SECRETARY OF REVENUE
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111152.50 111152.50

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	B/K
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

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FILE STAMPED

7/17/96
B/K 7/25/96
G. TAX _____
FILING _____
R. AGENT FEE 52.50
C. COPY _____
TOTAL 52.50
N. BANK _____
BALANCE DUE _____
REND _____

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MANHEIM REMARKETING LIMITED PARTNERSHIP
Original Name: ABS/JMFE Limited Partnership
Date of Original Filing of Certificate of Limited Partnership: May 31, 1996

Pursuant to the terms of Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986) of the Florida Business Organization Statutes, Manholm Remarketing Limited Partnership hereby submits this Certificate of Amendment and Restatement to its Certificate of Limited Partnership and has caused this Certificate to be duly executed and to be filed in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986) of the Florida Business Organization Statutes.

I.

The name of the Limited Partnership is MANHEIM REMARKETING LIMITED PARTNERSHIP, formerly known as ABS/JMFE Limited Partnership (the "Limited Partnership").

II.

The Certificate of Limited Partnership for the Limited Partnership was filed on May 31, 1996.

III.

The Certificate of Limited Partnership is amended to read in its entirety as follows:

"Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

1. The Name of the Limited Partnership is Manheim Remarketing Limited Partnership.
2. The office of the Limited Partnership is at 1400 Lake Hearn Drive, N.E., Atlanta, Georgia 30319, and the name and address of the agent for service of process is CT Corporation Systems 1200 South Pine Island, Plantation, Florida 33324.
3. The name and business address of the General Partner is Arizona Auction Services, Inc. 1400 Lake Hearn Drive, N.E. Atlanta, Georgia 30319 Attention: Darryll Ceccoli, Chief Operating Officer.
4. The mailing address of the Limited Partnership is 1400 Lake Hearn Drive, N.E. Atlanta, Georgia 30319.
5. The latest date upon which the Limited Partnership is to dissolve is 30 years from the date of the recording of the Certificate of Limited Partnership."

IN WITNESS WHEREOF, the Limited Partnership has caused this Certificate of Amendment to be executed on this 10th day of July, 1998.

AFFILIATED BUSINESS SOLUTIONS, INC.
as withdrawing General Partner

By: Colin W. Brown

Name: Colin Brown

Title: EMP + GC

ARIZONA AUCTION SERVICES, INC.
as Incoming General Partner

By: Robert Gartin

Name: Robert Gartin

Title: VP & Treas.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts and consents to the appointment of the undersigned as the Registered Agent of Manheim Remarketing Limited Partnership, as made in the foregoing Amended and Restated Certificate of Limited Partnership.

CT CORPORATION SYSTEMS, INC.

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY
Date: 7/17/96

RECEIVED
SECRETARY OF STATE
JUL 25 PM 3:07

A96000001039

DOW, LOINES & ALBERTSON, P.C.
ATTORNEYS AT LAW

COURTNEY G. LYTLE
HERNIM HILL 770-901-8846
cgl@dlaw.com

ATLANTA

ONE KAVINIA DRIVE • SUITE 1000 • ATLANTA, GEORGIA 30346-2108
TELEPHONE 770-901-8800 • FACSIMILE 770-901-8874

1300 NEW HAMPSHIRE AVE., N.W.
WASHINGTON, D.C. 20036-8802
TELEPHONE 202-778-1000
FACSIMILE 202-778-2222

December 20, 1996

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Limited Partnership

600002037056--9
-12/24/96--01100--002
***1750.00 ***1750.00

RE: Supplemental Affidavit of Capital Contributions of Manheim Remarketing Limited Partnership

Dear Sir or Madam:

To effect the filing of the required Supplemental Affidavit of Capital Contributions of Manheim Remarketing Limited Partnership, a Florida Limited Partnership (the "Partnership"), enclosed please find the following items:

1. One original and one conformed copy of the Supplemental Affidavit of Capital Contributions of the Partnership; and
2. A check in the amount of \$1,750.00 in payment of the relevant fees.

Please acknowledge receipt of these documents by stamping "Filed" on the copy of the Affidavit and returning it to me in the enclosed self addressed stamped envelope. If you have any questions regarding this filing, please call me at (770) 901-8846.

Name	
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Examiner	
Update	DOC
CGL/ad	
Enclosures	
File	DOC
Verify	DOC

42744-1

Very truly yours,

Courtney G. Lytle

TC
\$228,425,000.00

A96000001039

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned affiant, Michael J. Loggner being duly sworn, does hereby certify that he is the Asst. Secretary of Arizona Auction Services, Inc., constituting the sole General Partner of Manholm Remarketing Limited Partnership, a Florida limited partnership (the "Partnership"), and does further certify as follows:

1. The Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on May 31, 1996.

2. An Amended and Restated Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on July 17, 1996 and the Affidavit of Capital Contributions that accompanied the Certificate of Limited Partnership stated that the amount of the capital contributions of the Limited Partners was \$1,000 and the amount of capital contributions anticipated to be contributed by the Limited Partners was \$1,000.

2. The amount of the actual capital contributions of the Limited Partners, as stated on the Supplemental Affidavit of Capital Contributions which was filed with the Florida Secretary of State on June 4, 1996, is \$5,647,043.75.

4. The current amount of capital contributions of the Limited Partners is increased by \$222,777,956.25, and the current total capital contributions of the Limited Partners is \$228,425,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare this 18th day of December, 1996, that I have read the foregoing and that the facts alleged to be true are true to the best of my knowledge and belief.

ARIZONA AUCTION SERVICES, INC.
General Partner

By: M. J. Loggner
Title: Asst. Secretary

ACKNOWLEDGMENT

STATE OF GEORGIA

Gwinnett
COUNTY OF DEKALB

This the 6th day of December, 1998, personally came before me Michael J. Langham who, being by me duly sworn, says that he is the Asst. Secretary of Arizona Auction Services, Inc., the General Partner of Manholm Remarketing Limited Partnership and that the above writing was signed and sealed by him, on behalf of said corporation, by its authority duly given, and the said Asst. Secretary acknowledged the said writing to be the act and deed of said corporation.

Bernice B. Hunt
Notary Public

My Commission Expires:
Notary Public, Gwinnett County, Georgia
My Commission Expires Oct. 10, 1999

[NOTARIAL SEAL]