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FALL HAVEN, VA 22404-2607
904 222-9171
904 222-9111

800-342-8086



PRESIDENTIAL
REGISTRATION SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 987592 4367113

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 140.00

ORDER DATE : June 14, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 987592

700001802347

CUSTOMER NO: 4367113

CUSTOMER: Ronald A. Burgess, Legal Asst
NASON GILDAN YEAGER AND
GERSON, P.A.
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: AUTO PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

OK

6/14/96

55 JUN 14 PM 1:43
SECRET
FBI - MIAMI

CERTIFICATE OF LIMITED PARTNERSHIP

OF

AUTO PARTNERS, LTD.,

a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, certifies as follows:

1. Partnership Name. The name of the partnership is Auto Partners, Ltd. (the "Partnership").

2. Partnership Office and Mailing Address. The office of the Partnership and its mailing address are: 1799 7th Avenue North, Lake Worth, Florida 33461.

3. Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are: Thomas R. Gibson, 1799 7th Avenue North, Lake Worth, Florida 33461.

4. Name and Address of General Partner. The name and business address of the general partner are: Hypoluxo Auto Company, 1799 7th Avenue North, Lake Worth, Florida 33461.

5. Dissolution. The latest date upon which the Partnership may dissolve is July 1, 2016.

6. Affidavit Regarding Capital. The affidavit regarding capital contributions is attached hereto.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Auto Partners, Ltd. this 13th day of June, 1996.

General Partner:

HYPOLUXO AUTO COMPANY
"General Partner"

By: Thomas R. Gibson
Thomas R. Gibson, as its
President

(SEAL)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for Auto Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Thomas R. Gibson
Thomas R. Gibson

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AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Thomas R. Gibson, affiant herein, who being sworn on oath deposes and says:

1. I am the president of Hypoluxo Auto Company, general partner of Auto Partners, Ltd., a Florida limited partnership (the "Partnership").


2. The limited partner of the Partnership has contributed capital in the sum of \$-0-.

3. The limited partner of the Partnership anticipates the amount to be contributed is a maximum of \$-0-.

4. Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief it is true, correct and complete.


Thomas R. Gibson

SWORN TO AND SUBSCRIBED before me this 13th day of JUNE, 1996, by Thomas R. Gibson, who is personally known to me OR who produced _____ as identification and who did _____ take an oath.

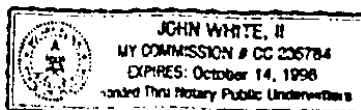

Notary Signature
JOHN WHITE II
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

H:\05PEND\CLC\DB0610.JW/clc

3



A96000001123

ADONIS 100000001123

ATTORNEYS AT LAW
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1646 PALM BEACH LAKES BOULEVARD
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ONKORYL, SCOTT
JOHN WHITE II
THOMAS J. YEAGER

July 12, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32301

400001894074
-07/16/96--01036--002
***1400.00 ***1400.00

RE: Auto Partners, Ltd.
Our File: 5005\10582

Dear Specialist:

Enclosed for filing with the Florida Department of State is the Supplemental Affidavit Regarding Capital Contributions for Auto Partners, Ltd. Also enclosed is a check in the sum of \$1,400 for the filing fee.

If there is any reason why this Supplemental Affidavit cannot be filed immediately, please call me.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Connie Schiraldi
Connie Schiraldi
Certified Legal Assistant

Enclosures

cc Mr. Thomas R. Gibson

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A96000001123

Name	CR 7-16
Availability	
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgement	CR
W. P. Verifier	CR

FILED
96 JUL 15 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPPLEMENTAL AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

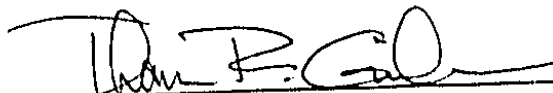
BEFORE ME, the undersigned authority, personally appeared THOMAS R. GIBSON, affiant herein, who being sworn on oath deposes and says:

1. I am the president of Hypoluxo Auto Company, the general partner of Auto Partners, Ltd., a Florida limited partnership (the "Partnership"), and I am filing this Supplemental Affidavit pursuant to Section 620.112, Florida Statutes.

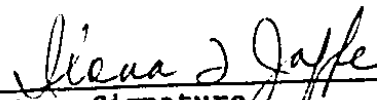
2. The Partnership filed on June 14, 1996, its Affidavit and Certificate of Limited Partnership, for which the Partnership has document number A96000001123.

3. The limited partners of the Partnership have actually contributed to the Partnership \$200,000, which exceeds by \$200,000 the anticipated amount of capital contributions to be made by the limited partners.

4. Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief it is true, correct and complete.


Thomas R. Gibson

SWORN TO AND SUBSCRIBED before me this 1st day of July, 1996, by Thomas R. Gibson, who is personally known to me OR who produced N/A as identification.


Notary Signature
ILONA T. JAFFE
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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ILONA T. JAFFE
My Commission CC304818
Expires Aug. 16, 1997
Elected by ANB
600.852-5278

FILED
132-1111-13