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SONNENSCHN NATH & ROSENTHAL
FILED

1301 K STREET N.W.

SUITE 000, EAST TOWER
WASHINGTON, D.C. 20005

30 AUG 28 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 16, 1996

(202) 408-0400
FACSIMILE
(202) 408-0399

DIRECT LINE

(202) 408-6469

CHICAGO
LOS ANGELES
NEW YORK
SAN FRANCISCO
ST. LOUIS

VIA FEDERAL EXPRESS

Secretary of State, Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000001934830
-08/28/96--01090--005
****385.00 ****385.00

000001934830
-08/28/96--01090--006
****52.50 ****52.50

Re: Certificate of Limited Partnership for NCS
Partners, Ltd.

Dear Sir or Madam:

Enclosed please find a signed Certificate of Limited Partnership for NCS Partners, Ltd. and an Affidavit of Capital Contributions. Please file these documents and return a certified copy of the Certificate to my attention.

I have enclosed a check in the amount of \$385 for the filing fee and a second check in the amount of \$52.50 for the certified copy fee.

Thank you for your cooperation in this matter. If you have any questions, please call me at (202) 408-6469.

Very truly yours,

SONNENSCHN NATH & ROSENTHAL

Name Availability	By: <i>Catherine B. Gardner</i> KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

CBG/cbg

Enclosures

MUS3510.

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CERTIFICATE OF
LIMITED PARTNERSHIP
OF
NCS PARTNERS LTD.

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SECRETARY OF STATE
FLORIDA

This Certificate of Limited Partnership of NCS Partners Ltd (the "Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name. The name of the Partnership is: NCS Partners Ltd.

2. Mailing Address: The mailing address of the Partnership is 5100 North Federal Highway, Suite 412, Fort Lauderdale, Florida 33308.

3. Registered Office: The address of the registered office of the Partnership is 5100 North Federal Highway, Suite 412, Fort Lauderdale, Florida 33308.

4. Registered Agent and Address: The registered agent of the Partnership and his address is Marco A. Rojas, 5100 North Federal Highway, Suite 412, Fort Lauderdale, Florida 33308.

5. General Partner and Address: The name and address of the General Partner is Cold Storage Holdings, Inc., a Florida corporation, 5100 North Federal Highway, Suite 412, Fort Lauderdale, Florida 33308. -P950000678 56

6. Latest Date of Dissolution: The Partnership shall continue in existence until December 31, 2046.

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner of the Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the ____ day of August, 1996.

COLD STORAGE HOLDINGS, INC., a
Florida corporation, General
Partner

By: Marco A. Rojas
Name: Marco A. Rojas
Its: President

REGISTERED AGENT:

I accept the designation as Registered Agent for service of process.

Marco A. Rojas
Marco A. Rojas

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of NCS Partners Ltd., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$50,000.

The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$50,000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, Cold Storage Holdings, Inc. states that the foregoing is true and correct.

COLD STORAGE HOLDINGS, INC., a
Florida corporation, General
Partner

By: Marco A. Rojas

Name: Marco A. Rojas

Its: President

COLD STORAGE HOLDINGS, INC.

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October 14, 1996

Florida Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

400001983104--5
-10/22/96--01132--001
****412.30 ****412.30

Dear Sir/Madam:

Enclosed please find a Supplemental Affidavit of Capital Contributions for NCS Partners, Ltd.
This additional contribution of \$58,900.00 together with the initial capital contribution of
\$50,000.00 brings the total capital contributions of the limited partners to \$108,900.00.

Also enclosed is a check in the amount of \$412.30 for filing fees. After processing our
Affidavit, please send us confirmation of the filing.

Thank you,

MAR/mw
Encls:

COLD STORAGE HOLDINGS, INC.,
Florida Corporation, General
Partner

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96 OCT 21 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: Marco A. Rojas
Name: Marco A. Rojas
Its: President

A96000001632

Supplemental
Affidavit
increasing
contributions
to \$108,900.00
(increase of \$58,900.00)

csholdings/holdings wpd

5100 North Federal Highway, Suite 412, Fort Lauderdale, Florida 33308
Tel: (954) 938-0070 Fax: (954) 938-4433

dec

SUPPLEMENTAL AFFIDAVIT OF CAPITAL
CONTRIBUTIONS FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned sole general partner of NCS Partners Ltd., a Florida limited partnership, executed this supplemental affidavit filed pursuant to Section 620.112, Florida Statute.

The total amount of the capital contributions of the limited partners is \$108,900.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, Cold Storage Holdings, Inc. states that the foregoing is true and correct.

DATED: October 14, 1996

COLD STORAGE HOLDINGS, INC., a
Florida corporation, General
Partner

By: Marco A. Rojas

Name: Marco A. Rojas

Its: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 21 PM 1:00

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